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SPINECASTLE: BEHIND ENEMY LINES IN GREYHAWK

DUNGEON®

ISSUE 148 · JULY 2007

GRAVE ROBBING:
IS IT THE ONLY WAY?

TAME SHAMI-AMOURAE
THE LADY OF DELIGHTS

ALL-NEW DUNGEONS & DRAGONS ADVENTURES FEATURING:

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WOLFGANG BAUR'S DUNGEONCRAFT ▸ DOWNER ▸ WEBBIRDS

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"A hound it was, an enormous coal-black hound, but not such a hound as mortal eyes have ever seen. Fire burst from its open mouth, its eyes glowed with a smouldering glare, its muzzle and hackles and dewlap were outlined in flickering flame. Never in the delirious dream of a disordered brain could anything more savage, more appalling, more hellish be conceived than that dark form and savage face which broke upon us out of the wall of fog."

Sir Arthur Conan Doyle
"The Hound of the Baskervilles"

DUNGEON ADVENTURE PLAYER REWARDS!

Take advantage of the RPGA's Player Rewards program by scoring points with the adventures from this issue of *Dungeon*! Each adventure is worth 2 D&D Player Rewards points, and remains active until 8/31/07.

RPGA NETWORK

Drop by rpga.com for more details, and use the following adventure codes:
The Automatic Hound (148AH1DN)
In the Shadows of Spinecastle (148SS1DN)
Wells of Darkness (148WD1DN)

ALL GOOD THINGS

Just in case you haven't heard from *Dragon* or online—Wizards of the Coast has decided not to renew Paizo Publishing's license to produce *Dragon* and *Dungeon* magazines. The last issue of each will be the September issues (*Dungeon* #150 and *Dragon* #359)—after this, Wizards of the Coast plans to move content similar to that produced in these magazines online.

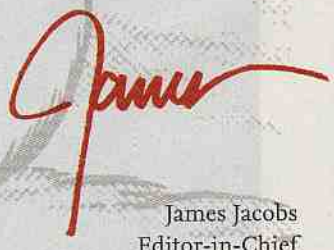
Both issues #149 and #150 of *Dungeon* will contain a special "Publisher's Statement" from Erik Mona, in which he'll describe how Paizo will reimburse subscribers for credit remaining after the final issue hits the newsstands and subscriber mailboxes. Readers who simply can't wait should visit **paizo.com/transition** for all the details.

The final issue of *Dungeon*'s going to be particularly bittersweet for me, since the magazine's been a part of my life for the past 21 years. When *Dragon* announced it was spinning off a new magazine for adventures, I immediately started sending in queries. Roger Moore's encouraging responses are very much responsible for me being here today. There are quite a few of my own creations I'm proud to see have crept into the game like the ulitharid, Loliadac the rakshasa, the first stat block for a 3rd-edition demon lord, the scarlet children, the Stormblades, Shensen, Tongueater, the Tabernacle of Worms, Tyralandi, Zulshyn, and Lavinia and Vanthus Vanderboren, but more to the point, I've seen dozens of creations from other authors I've come to respect and admire—locations and villains that have become some of my fondest D&D institutions. Things like the red dragon Flame, the Cagewrights, the elephant's graveyard, Mok-Turoknin, the mud sorcerer's tomb, Vlaakith the Lich-Queen, Lashonna, all those bees in the bridge, Duke Chupo, Shami-Amourae, Doresain's Kingdom of the Ghouls, Siragle, the Styes, the Hall of 10,000 Blades, Eli Tomorast and loyal Rel, the Quicksilver Hourglass, Malcanthet, Baalphegor, Harliss, Cauldron, Virgil the seagull, Granite Mountain Prison, the *Book With No End*, the Maures, Balabar Smenk, Azurax Silverhawk, Vesicant, the House of Cards, Rattle the kamadan, Krekie the kenku, the singing mushrooms, and countless more. I'll miss them all.

But even though the print publication of the magazines is ending, Paizo's certainly not leaving the gaming scene. In fact, we're busier than ever, with standalone adventures for the GameMastery module line, compilations of comics like Zogonia and Downer, a line of classic science fiction and fantasy novels under our Planet Stories imprint, and game-play aids like the Item Cards and Critical Hit Deck. But the thing I'm the most excited about is *Pathfinder*—a new line of monthly books that'll carry on the Adventure Path tradition.

But all that's still on the horizon. We've got two more issues of *Dungeon* after this one, and I've no intention of letting my favorite magazine go out with a whimper. Over the course of this issue and the final two to follow, we'll be running adventures to delight fans of Greyhawk (this issue's trip to Spinecastle), Forgotten Realms (#149's trip to the Moonshae Isles), and Eberron (#150's sequel to "Chimes at Midnight"). We'll return once more to the city of Sasserine in issue #149 for "War of the Wielded." And in #150, we'll not only have an updated and expanded version of everyone's favorite adventure from the Red Box days (a quest to kill the evil wizard Bargle entitled, appropriately enough, "Kill Bargle!"), but some other exciting bonus features, including a complete index of every adventure ever published in *Dungeon*, from "The Dark Tower of Cabilar" to "Prince of Demons," a fancy fold-out cover by Wayne Reynolds, and some other neat surprises.

And, of course, there are the last three episodes of the Savage Tide, which feature some pretty famous names. Fans who've been waiting for stats for Arendagrost, Charon, Celeste, Orcus, Iggwilv, and more should get a kick out of these issues, and players who've been itching to find out Vanthus Vanderboren's ultimate fate won't be disappointed.



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Tell us what you think of this issue.

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Check out the *Dungeon* messageboards at paizo.com/dungeon

DUNGEON #145

GREYHAWK'S EXAG: CITY OF CLAY
DUNGEON
MONSTERS WALK THE STREETS!
THE SEEDS OF SEHAN CAMPAIGN ARC BEGINS
FIGHT THE
OF THE ISLE OF DREAD!
GNOLLS • SKINWALKERS • GIANT FIENDISH OYSTERS
WOLFGANG BAUR'S DUNGEONCRAFT • DOWNER • MT. Z06GH

The cover to *Dungeon* #145 strikes upon the primal fear that hides in us all—the fear of being eaten by a crocodile the size of a bus.

The first adventure in this issue, Tim Hitchcock's "The Distraction," presented an intriguing way to send your low-level characters up against an army of gnolls in a manner that won't automaticaly end in a TPK.

At the other end of the magazine, the Savage Tide finally reached the heart of the Isle of Dread in Tito Leati's "City of Broken Idols." Shapechanging demons, enormous crocodiles, skinwalking cultists, and an aspect of Demogorgon mark the transition of the Adventure Path into the high-level arena. From this point on, things are gonna get really tough!

And then, of course, there's Sehan. Part one of this three-part Campaign Arc began with "Vile Addiction," a sordid tale about drug dealers, people turning into plants and exploding dungeons, all set in the mysterious city of Exag, City of Clay.

Back issues of *Dungeon* #145 are available at paizo.com.

Prison Mail

Down With Savage Tide!

Long time reader, first time writer, yadda yadda. I wrote in to offer a bit of feedback about the magazine recently. First, thanks to the fantastic cartographers you guys have—I'm constantly impressed by the maps provided in *Dungeon*. In my opinion, Maps of Mystery are often one of the highlights of the entire magazine. The new layouts are nice as well.

This latest issue left me feeling pretty disappointed, though. The Savage Tide has been 98% wasted magazine space to me, and talking with other subscribers of the magazine, it's seemingly not very popular. Dinosaurs and tropical islands are awfully tough to fit into a campaign, and no DM that I've talked to has been interested in using an entire Adventure Path as-is. The odds of players actually playing along with the story in the ways the adventures link together seems fairly small. But, I've considered them a worthwhile experiment, and the creativity is fun to read and draw ideas from. However, with issue #145, we're apparently getting *another* campaign arc, and this one also ate 8 pages of the magazine to talk about Exag. Presumably this Exag storyline isn't going to be massive like the APs are—I sure hope not.

Perhaps I'm a minority demographic, but I've always liked *Dungeon* because I could pick up an issue and have a decent chance of having something I could use in my game enclosed within those pages. It's way, way harder to work in arcing adventures into an ongoing campaign, because you have to come up with backstory for how the previous adventures could have happened without the players knowing. And if the average player is like mine are, they'll find some divergent path to take the adventure that contradicts the storyline of the AP, making large chunks of further adventures moot. If you start with the beginning adventure, that's not as hard, but I don't have much interest in shelving my magazine so that in a year, I'll have the full Adventure Path to use. Even for this new story, it'll be a month's wait between magazines, so if I want to use the arc, I'll have to sit on it for a month or two (or more). That's not much fun, and it makes it far, far less useful (especially for the folks buying single issues, instead of having a subscription!).

Please keep most of the magazine readily usable to us DM's. And for whatever it's worth, I greatly preferred the flexibility of setting that Age of Worms provided—many adventures were just fine on their own with relatively minor changes. Shackled City would be really tough to use without using Cauldron, and fitting the Savage Tide in anywhere is a large task in and of itself.

James Berg
Vancouver, BC, Canada

Sorry to hear that Savage Tide has disappointed you. We didn't idly choose to base a large portion of the campaign on one of the most well-known D&D adventures of all time—as one of the first really detailed wilderness regions presented for the game, the Isle of Dread seemed like a natural

NEXT MONTH IN DUNGEON

WAR OF THE WIELDED

BY MICHAEL KORTES

Centuries ago, two rival thieves' guilds crafted a number of intelligent weapons to aid them in their conflicts. Although the guilds are now long dead, their weapons remain, and have begun to recruit new soldiers from the people of Sasserine. Can your PCs put an end to this deathless war? A D&D adventure for 5th-level characters.

TWISTED NIGHT

BY STEFAN HAPP

The coastal village of Caer Garrion has mysteriously depopulated, and the only survivior, a lone prisoner in the local jail, has gone mad. What does this village's sinister fate portend for the Moonshae Isles? A FORGOTTEN REALMS adventure for 8th-level characters.

ENEMIES OF MY ENEMY

BY WOLFGANG BAUR

The time has come to draw your plans against the Prince of Demons! Travel to Hades, Arborea, and the depths of the Abyss to recruit allies from the eladrin court and the Abyssal realms of Shendilavri and Thanatos, and garner the support of Iggwilv, the Witch Queen herself! Yet will this unlikely alliance of demons and eladrin be enough to stop the savage tide? A Savage Tide Adventure Path scenario for 19th-level characters.

choice for Savage Tide. And judging from the traffic on our Savage Tide messageboards and the majority of the fan mail we've received about it, it strikes me that it was the right choice to make.

But yeah, as much as it pains me to admit it, dinosaurs and pirates and demons aren't everyone's cup of tea. Which is why we've made sure to include options with the other adventures. The Sehan arc is only a three-part arc, and as you can see by this issue, it's over already, so if that storyline didn't do it for you, you've got a city full of evil humanoids and a hamlet with a monster problem this time around as alternatives to the Savage Tide.

Bittersweet Mail

Words simply cannot describe how much I love your magazine. I've been a subscriber since issue #34, and I have literally watched in awe as a great magazine became greater and greater and greater... and knowing you guys, it will become greater still.

This current adventure path, Savage Tide, is probably my favorite D&D experience I've had yet in over 30 years of spectacular gaming. I'm not kidding. And the artwork! Oh my God. The artwork for Savage Tide and several of your recent covers is so good I feel like putting it all over my house in artsy frames. (My wife would have a fit, but that's another story.)

Anyway, please reassure me that you guys will never ever stop creating this magnificent publication.

There's never been a greater magazine. Ever.

Peter Kaplan
Via Email

Thanks for the kind words, Peter! Alas, as I'm sure you've probably already heard (if you haven't, go read my editorial for this issue), I cannot offer reassurances that DUNGEON *will last forever. But it's best to look at this as more of a transition than an end. With* Pathfinder *and our GameMastery modules, we'll be using many of the same artists and authors you've come to love in the pages of* DUNGEON, *so make sure to check them out when they're available!*

Bar-Hopping—Adventure Path Five?

I want to start off saying you guys have been doing a great job with the Adventure Paths and I just started my fifth group (two Cauldron, two Worms and one Savage Tide) on the Savage Tide Adventure Path. I have found the messageboards to be an invaluable help when I run into some tricky adventures, like the "Hall of Harsh Reflections!" However, I have some thoughts on making *DUNGEON* even more useful to me, and hopefully, others.

The Campaign Workbook articles are very interesting, but I often don't find a place for them in my game. Sometimes the descriptions of small shops and their owners seem like they would work in my game, so I'm all for more of that. What I really thought might help is magic item descriptions, especially if they could be tied to adventures in the magazine. Any magical weapon, armor, or item is often put under the microscope by my players—what does it look like, what does my bardic knowledge say about it, any writing on it to give me a clue as to what it does, etc. What I'd like to see is a couple pages devoted to magic items culled from the last five or six *DUNGEON* magazines (I'm partial to the Adventure Paths!). It would include the magic item, description, history, what is learned from knowledge checks, bardic knowledge, etc. and what adventure you could substitute the item in. I know my players would get a kick out of their first *+1 longsword* having a cool description, a bit of a history, and possibly a name. Even a *ring of jumping* with an engraving of "pounce" in Undercommon would help personalize the items.

Similarly, every time a villain uses a wand, I'm asked, "What did he/she/it say?" So a listing of various command words for specific wands, etc. wouldn't be bad. If they happened to reflect all the wands in the last ten issues, so much the better!

Also, every town they stop in needs a tavern/inn. My players like to have some info about the bar: name, cost, what's on the menu, who's in the bar, and how cute the barmaid is. I think an occasional Map of Mystery that's a tavern along with a Campaign Workbook detailing some notable bar patrons would be great. Similar to the old Side Trek adventures, a couple pages fleshing out an inn would serve as a nice break in the main adventure. This leads to my suggestion that the next Adventure

THIS MONTH IN DRAGON

DEMONOMICON OF IGGWILV: DEMOGORGON

BY JAMES JACOBS

Face the twin evils of the Prince of Demons himself: Demogorgon. Discover the depravity of his murderous cult, multiverse-spanning machinations, and the fell servants warped to his insane dual whims.

DEFILED CREATURES

BY NICOLAS QUIMBY

Resist the rage of nature despoiled. Beast wraiths, deadwood revenants, and bloodlances—unicorns whose horns have been stolen—all seek their righteous revenge.

FUR AND FEATHER

BY HAL MACLEAN

Take your animal companions to a new level. New details, allies, and equipment for characters with furred friends and feathered familiars.

PLUS

The Ecology of the Titan, Volo's Guide, Dragonmarks, Savage Tidings, Class Acts, Comics—including Order of the Stick—and more!

Path be a tavern-hopping road trip where every town they stop in has a unique inn with mysteries of its own. Backdrops could be made for each inn, acting as a home base, plot device, and nice diversion when the party wants to kick back and drink or maybe start a bar brawl.

All these things can be generic enough that they could be used in any campaign, but a comment about how they could tie into *Dungeon* adventures would enhance their usefulness and make the *Dungeon* adventures deeper.

I understand that my dream of having every magic item from all the Adventure Paths detailed is a bit out there, but I thought I'd at least share the dream in case someone there thinks it's a good idea. Anyway, keep up the great work and give us some hints about the next Adventure Path when you have time!

Jason Johnston
Bloomington, MN

Giving unique histories and descriptions to magic items is a great way to add a sense of wonder to a campaign. Unfortunately, we hand out an awful lot of magic items in Dungeon, and if we gave each of them names and histories and descriptions, we'd run out of space in a hurry.

One option, though, is to check out the item cards we've been producing. Each of these cards has a unique image of a magic item, and there's a description on the back and a space to write down notes (like game effects or history notes). It'll take some time, but going through an adventure and preparing an item card for every item is a great way to liven up magic items in your game.

Treasure Type PDF

As a longtime subscriber and reader of *Dungeon* (I even read *Polyhedron* back when it was available), I have a request that I think many other DMs would also like. Each month, one of the first things I check out is the Campaign Workbook article(s). I love having additional ideas that I can use on the spur of a moment. The problem is, for example, this month's *Dungeon* has a workbook about "I Stole What?", perfect for the pickpockets in my campaign! But when is my thief—I mean, person of many talents—likely to pickpocket again? It might be months. Am I likely to remember that the pickpocket article was in the April edition? Not really.

I would like Paizo to offer these workbook articles as PDFs (maybe for a small fee, I suppose), so that I could put them in some order that would work for me (maybe by class, maybe alphabetically, who knows), and then keep them in page protectors in my campaign notebook. Then, when the Hobo-of-Doom (a sword of Hieroneous paladin with the vow of poverty) calls out to his deity for an augury and fails, I will have my reference at my fingertips, and can have him find himself hanging upside down, hundreds of feet above a gorge, supported by the thick iron manacles that are shackled about his ankles, seeing the dead crow swinging from the chain locked about his neck—the silver keys caught in its rigor-locked beak (credit to Tim Hitchcock, from whom I swiped that one from "Twenty-Two Nightmares" in issue #145). And when the gnome tastes a potion to try her alchemy on it, I will have something to say when she fails her roll. I don't remember if one of the articles had to do with alchemy failures or potions, but if I had these in downloadable form, I could easily find out whether there was one. If not, that might be the subject for a future article. And when you get enough of these bad boys, you could bind them up and sell them as a campaign supplement (if you do that, can I get a free copy in exchange for giving you the idea?)

Thanks for at least reading my suggestion. I will now try to find a way to scan this into my computer without ruining the magazine. Where is that flat bed scanner... (wanders off to the closet of discarded computer parts...)

Rebecca Ward
Via Email

While we can't put all of the Campaign Workbooks online as their own PDFs, we are getting more and more old issues of Dungeon up online in their entirety as PDFs on our website. We actually have chatted now and then about compiling the Campaign Workbooks into their own volume, but there are a lot of other things happening at Paizo these days and I'm afraid the Campaign Workbook project never really got off the ground. As a low-tech alternate, you could always scan or photocopy the workbooks and then organize them in a binder—that's what I did for my own campaign, and it works out pretty well!—James Jacobs

THE AUTOMATIC HOUND

BY JAMES LAFOND SUTTER
BY JULIE DILLON
BY ROB LAZZARETTI

ANY SETTING | MID- LEVEL (1ST–5TH) | URBAN AND TEMPERATE FOREST

In the darkened heart of the forest, two hunters stumble across the site of strange and ancient rituals. One escapes with his friend's corpse, but in doing so brings a terrible curse down upon his community. Now a murderous beast rules the night, culling the streets of the weak and unwary while the isolated settlement waits in vain for a rescue that refuses to appear. Can the PCs unravel the mystery of Dramsburg's dark past and defeat a monster that cannot be killed?

"The Automatic Hound" is a D&D adventure for four 4th–level characters, suitable for any campaign setting.

ADVENTURE BACKGROUND

Nestled amongst the misty hills and vales at the edge of the East Wood, Dramsburg is a model farming community. Though agricultural trade has picked up in recent years, for the most part city folk consider Dramsburg too quaint and out of the way to be worth visiting, and the locals like it that way. Still, in any hamlet like Dramsburg, there are always a few who would seek bigger and better things. For Bron and Letham, two well-regarded local sons, nothing short of fame and adventure would do. Packs on their backs, the comrades disappeared into the woods one day and were gone for almost a week before they returned—with Bron dragging Letham's lifeless body, screaming of ancient monoliths and the beast that defends them.

Humble as it is, Dramsburg harbors a dark secret. Deep in the woods to the east, a ring of standing stones and an altar mark a location of great druidic importance. When Bron and Letham stumbled across the magical site, they were immediately set upon by the area's guardian, a runehound manifested by the power of the site itself. Though Bron managed to kill it, what he couldn't know was that Letham's death marked the beginning of a ceremony that cannot be completed until his friend's corpse is placed on the altar. Existing only to protect the site and facilitate the ritual, the runehound, which is returned to life each sunset by the power of the standing stones, will stop at nothing to get the body back. By bringing the corpse home, Bron has brought a monster to Dramsburg.

ADVENTURE SYNOPSIS

The PCs are brought in by one of any number of petitioners to help protect Dramsburg from the beast that stalks the night. Through repeated encounters with the runehound, the party should realize that there's more to the story than initially presented. Closer examination of the town and interviews with its residents eventually lead the PCs to the basement of the local church of St.

Cuthbert. There they must overcome a fierce guardian before they can confront the resident priest, who has himself surmised the truth behind the attacks: that the spilling of Letham's blood awakened a power that will only be satisfied with the return of his corpse and the completion of the blasphemous ceremony. With the truth laid bare, the PCs are faced with the unpleasant task of going against the town's wishes and returning the body to the altar in the woods. Upon completing the sacrifice, a gash appears in the fabric of existence, through which a torrent of energy from the Beastlands comes pouring, invigorating the local plant life for miles around. Unfortunately for the party, it's followed by an extraplanar predator far worse than a runehound.

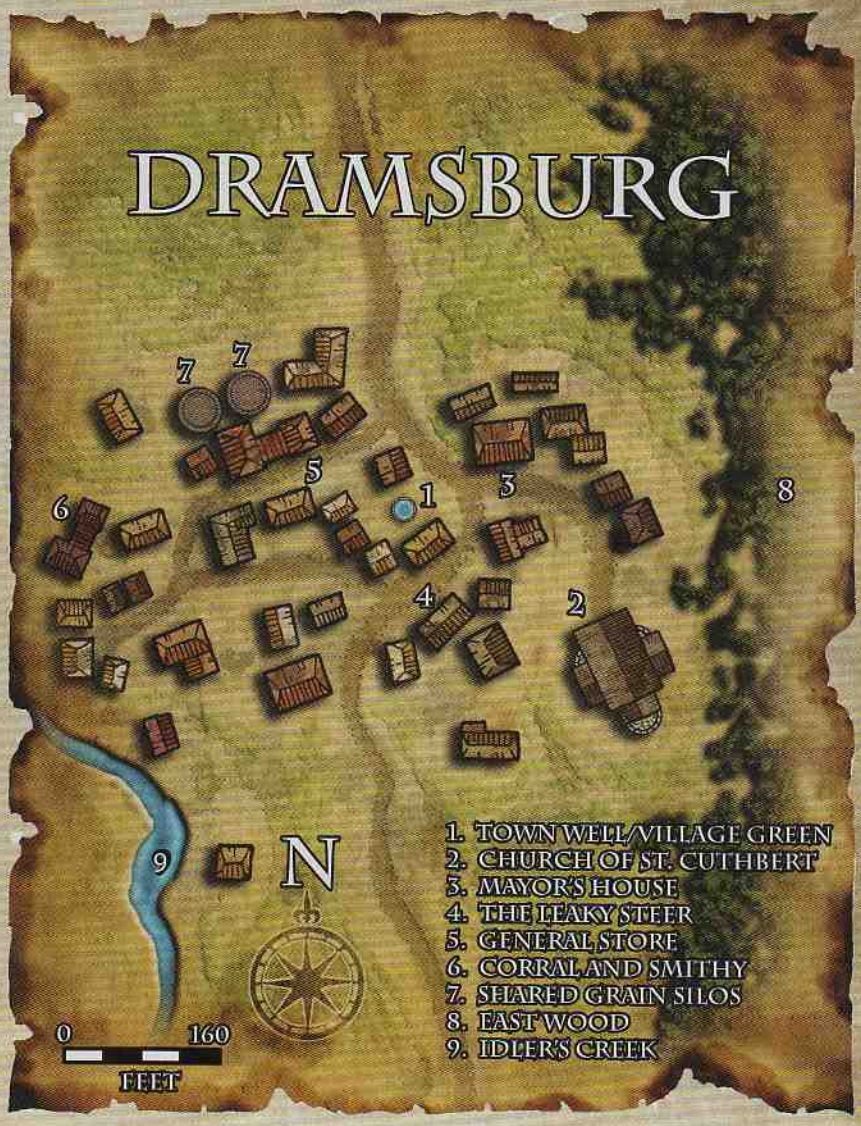
ADVENTURE HOOKS

The adventure begins when the sheriff of Dramsburg approaches the PCs and recruits them to stop the killing. Below are a few ways to get the PCs to town.

- The PCs stop in Dramsburg to resupply on their way to other adventures, only to find the town locked up tight. As soon as the party is noticed, the mayor and sheriff attempt to enlist their services in stopping the beast that haunts the streets.
- Passing through the fringes of a small farming community, the party stumbles across the remains of a traveling merchant family torn limb from limb. Inquiring in town brings forth the full story, along with desperate pleas for aid from the town leaders.
- The head of the local Cuthbertine diocese has received a request for military support from a church in an outlying rural community. Already stretched thin with more important endeavors, the bishop hires the PCs to investigate and handle "some sort of animal problem."

CHAPTER ONE: THE MYSTERIOUS HOUND

The town of Dramsburg is quiet as the PCs pass between the outermost houses and into the village proper. Once a bustling community, burbling with the squawks of chickens and the laughter of children, fear has cast a pall over the settlement's daily activities. Leaves and trash blow lazily through the empty streets and vacant livestock pens. The majority of the villagers peer out at the visitors from between locked shutters, and the few visible residents scurry from house to house, hastily completing errands in preparation for nightfall.



Despite their fear, the people of Dramsburg are still hospitable, and parties wishing to purchase supplies at the general store or take their ease in the town's inn and public house, the Leaky Steer, are quickly ushered inside. Rumors regarding the recent troubles are on the tip of every tongue, and the townsfolk are eager to divulge what little they know of the attacks. Within minutes of the PCs' arrival, however, the town sheriff enters with the mayor, both men looking rumpled and tired.

Mahen Grigsby (male LG human warrior 3), referred to simply as "the Sheriff" by locals, has been in charge of keeping law and order in Dramsburg for the last 23 years, a process that usually involves breaking up roughhousing children and settling property disputes. A lean, weathered man with a bushy brown moustache, he carries himself with the quiet confidence of someone who knows how to use the long knives stuck in his belt. Behind him, a slightly pudgy man in his early fifties shifts uncomfortably under the weight of his mayoral chain of office. This is **Mayor Alferd Tilbottom** (LG male human aristocrat 3), the town's nominal headman. In truth, he defers most of the day-to-day running of the

town to the sheriff, and acts primarily as a glorified accountant, managing tax collection for the region's governor and organizing communal projects.

Both men introduce themselves formally and shake hands with the PCs, after which the sheriff cuts straight to the matter at hand.

"Folks," he begins, "we have here what you might call a situation. About two weeks back two of our boys—young men, really, names of Bron and Letham—went off into the East Wood on a lark, hunting and playing at being adventurer types. We generally avoid heading too deep into the forest around here, but they were both right decent woodsmen and able to take care of themselves. Almost a week later, Bron comes limping back into town with Letham's body, screaming about monsters.

"Saddened us all, for sure, but that weren't the half of it. Almost immediately afterward, strange things started happening to the animals. We've found dogs with their throats torn out, cows cut near in half. Figured it had to be a wolf, and a big one. And then we found the Eastons." At this he pauses, removes a handkerchief from his pocket, and rubs his eyes.

"'Tain't right what happened to them. Young couple, probably headed back from the barn after haying. Couldn't hardly recognize them after what had been done to 'em. He was torn up something fierce, and she'd been badly burned by some sort of acid.

"After that, we got serious. I set traps near the attack sites, put our best hunters out around the edges of town in deer blinds. Took shifts myself. But after the thing killed Big Jef and Ted Rumple, I brought everyone back in, told the outliers to move into town for a spell and lock up tight. Since then, there haven't been any more deaths. But it's still leaving signs, right in among our houses. And that's about the shape of things."

Having finished, Mahen steps back and lets the mayor take over. Though they've sent for aid from the governor, both men realize that their tiny village is low on the government's list of priorities. In their eagerness to get the situation resolved, the mayor bluntly offers to empty the town's coffers, paying the party a flat fee of 900 gp to resolve the issue. Though he's polite and courteous, the mayor presses the issue fiercely, and is quick to mention that he would consider it a personal favor if they could dispatch whatever beast murdered Letham, his eldest son.

Once the meeting is concluded, Mahen offers to show the PCs the various attack sites. Mayor Tilbottom takes his leave, eager to make sure all the residents are safely locked away before nightfall.

Dramsburg (hamlet): Conventional; AL LG; 100 gp limit; Assets 950 gp; Population 187; Isolated (96% human, 2% halfling, 2% other).

HUNTING THE HOUND (EL 3)

While the sheriff gives the PCs a free hand in dealing with the mystery beast, he would naturally prefer that they handle it as quickly as possible, and recommends staking out the most recent attack site, near the smithy at the edge of the village proper. A DC 25 Survival check is sufficient to locate the beast's strange three-toed tracks and follow them as they make several large circles through the town, centered on the church but never approaching its walls. This DC goes down by 5 each successive day the PCs are in town. As night falls, the sheriff bids the party good luck and returns to his own home in order to protect his family.

Creature: The beast stalking Dramsburg is a runehound, an alien thing resembling a hairless wolf with a long, serpentine neck protruding from the center of its back. Its eyeless head is composed primarily of a maw filled with thin fangs, and its pale, slimy skin is covered with strange runelike patterns. It arrives in town 2 hours after dark, and stalks slowly between the houses, lifting its head as if sniffing the air and emitting soft, birdlike coos and twitters.

RUNEHOUND **CR 3**

NE Medium aberration

Monster Manual III 145

Init +2; **Senses** uncanny blindsight 500 ft.; Listen +1, Spot +5

Languages Undercommon, Druidic (cannot speak)

AC 16, touch 12, flat-footed 14

hp 37 (5 HD); fast healing 3; **DR** 5/silver

Fort +4, **Ref** +5, **Will** +5

Spd 50 ft.

Melee bite +8 (2d6+5)

Space 5 ft.; **Reach** 10 ft.

Base Atk +3; **Grp** +8

Atk Options extended reach

Special Actions vile spew +5 ranged touch (5d6, DC 15)

Abilities Str 20, Dex 14, Con 17, Int 5, Wis 12, Cha 8

SQ psychic scent, uncanny blindsight

Feats Combat Reflexes, Lightning Reflexes, Track

Skills Hide +5, Move Silently +3, Spot +5, Survival +1 (+21 when tracking), Swim +5

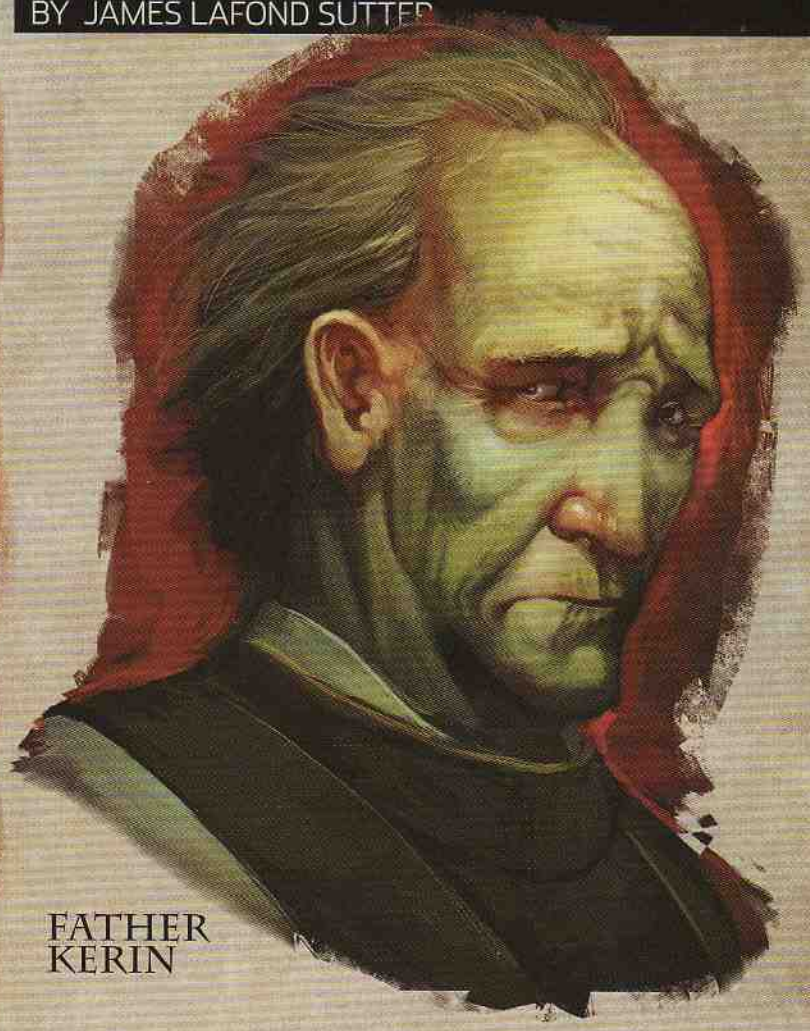
Extended Reach (Ex) The serpentine neck of a runehound is long and powerful, giving the creature a reach of 10 feet with its bite attack.

Psychic Scent (Su) A runehound tracks by following psychic trails and aura traces. It gains a +20 bonus on Survival checks made to track. It does not receive this bonus against mindless creatures or creatures shielded against mental effects.

Uncanny Blindsight (Su) Runehounds are blind but perceive their surroundings with their psychic senses. This ability provides a runehound with blindsight out to 500 feet. A runehound cannot be flanked.

Vile Spew (Ex) A runehound can produce two noxious substances that it can spit with tremendous force. It can emit a stream of acid that deals 1d6 points of damage for every Hit Die the runehound possesses (5d6 for this specimen), with a DC 15 Reflex save halving this damage. Alternatively, it can spit a glob of glutinous goo that acts as a single-target *web* spell; a DC 15 Reflex save negates the effect. Both attacks have a range of 100 feet, require a successful ranged touch attack, and can be used once every 1d4 rounds. The save DC is Constitution-based.

Tactics: This runehound is clever but emotionless, without any of a natural creature's desires or fears. It attacks anything that gets between it and its target, relenting only if the corpse is being actively moved back toward the altar. If engaged, it fights to the death.



FATHER KERIN

HOOKING THEM AGAIN

Players expecting a combat-oriented answer to the problem of the runehound may become frustrated when their usual tactics don't seem to have any effect. If at any point the PCs seem to be floundering, you can use one of these ideas to help steer them back onto the right track without giving away the whole story.

Nan Upton (female CG human commoner 3), owner of the Leaky Steer, has been forced to listen to Bron's drunken ranting about monsters for the last several days. If the PCs haven't already thought to interview Bron, she suggests the idea, if only to get him out of her hair for a few hours.

Sheriff Mahen doesn't buy Father Kerin's position that the murders are a judgment from St. Cuthbert. He's known the old man since childhood, and thinks his sudden burst of doom-saying out of character. He mentions as much to the PCs, and may point out that the runehound's tracks are concentrated around the old church.

As dictated by tradition, the town holds a funeral for Letham a week after his internment in the town mausoleum. Everyone, including the PCs, is invited up to the ancient crypt to pay their respects. Father Kerin's eulogy seems rushed and anxious, and as the town disperses he double-checks to make sure the stone door is closed tight before leaving.

Development: Unfortunately for the PCs, killing the runehound does not stop if for long. When slain, the abomination turns to smoke and flies in a straight line at a speed of 150 feet to a secluded clearing filled with standing stones deep in the East Wood. This clearing, compete with a moss-covered altar, was a holy site for the ancient druidic religion that once held sway in this region. The latent power in the ancient site brings the runehound back to life each night at sunset, with an effect equivalent to *true resurrection*. This process can only be stopped by completing the ritual that Bron and Letham unknowingly started (see Chapter 2 below). The PCs can follow the line of smoke back to the standing stones with a DC 25 Survival check (reduced to DC 15 if they can get directions from Bron).

PCs who defeat the runehound the first night may assume that the danger to the town is past and attempt to collect the reward. In this case the town is overjoyed and begins preparing for a celebration, with the mayor asking the PCs to enjoy the town's hospitality for a few days while he gathers together their full payment. That night, however, the beast returns and resumes stalking the church, possibly attacking a stray villager. As their encounters with the monster continue, the PCs should quickly realize that something strange is afoot, particularly if they happen to notice the scars on the runehound matching wounds inflicted in their previous encounters (a DC 15 Spot check).

Ad Hoc Experience Award: The first two times the PCs defeat the runehound, award them full experience points. Any successive battles bring only half the normal XP, as the tactics involved become routine.

CHAPTER TWO: AN ANCIENT POWER

Long ago, a sect of druids discovered a place where the border between the Material Plane and the Beastlands grows thin. Sensing the potential for increased growth, they conceived a way to harness the latent magical energies within a ring of standing stones. This magic, triggered by a human sacrifice on the altar, causes a tear to open in the fabric between the planes, unleashing a torrent of primal natural energy that boosts the fertility of plants and animals for miles around, ensuring bountiful harvests. To protect their secret, the druids summoned a runehound and bound it to the location, tapping the power of the stones to give it eternal life and charging it with constant vigilance. Now the druids are long gone, but the guardian remains.

Letham's death inside the circle marked the start of the fertility ritual, which can only be completed when his body is returned to the altar, opening

the planar rift. While the magical location is not sentient, leaving the ritual incomplete has caused an imbalance, which the site's guardian seeks to restore by returning the body to the altar. Unfortunately for Dramsburg, Letham's body has been placed in the mausoleum next to the town's church, and the *hallow* effect on its grounds keeps the runehound, which can only exist in places where nature and druidic magic hold sway, at bay. Each night the creature returns and circles the church, testing the limits of the spell and returning to the woods just before dawn.

When brute force doesn't work, the party should quickly get the idea that there's more to the current situation than a mere wandering monster. The ensuing investigation is left up to the PCs, who may pursue all or none of the following lines of inquiry, so long as they eventually arrive at the solution to Dramsburg's problem—returning Letham's body to the altar.

GRILLING THE HERO

Ever since he emerged from the woods carrying Letham's broken body, **Bron** (LG male human ranger 4) has been a miserable wreck. Though none of the townsfolk blame him for what happened, he insists on blaming himself for initially broaching the idea of exploration to his comrade. He currently spends his days in a drunken stupor, alternating between a stool at the Leaky Steer and a seat on the grass beside the mausoleum, returning to his one-room cabin only to sleep.

If the PCs seek him out for additional information, they find a sorry sight. Once a muscular young man with tousled brown hair and a strong chin, Bron's eyes are now red and puffy from constant weeping, and his clothes are stained with mud and vomit. His words are slurred and disorganized, but he gladly tells his story to anyone who'll listen.

Though he's fuzzy on many of the details even when sober, the image of the strange black pillars surrounding a stone altar has been burned into Bron's memory. The runehound he describes as a "tattooed, demonic wolf-thing" that set upon them both and seemed unnaturally resistant to his frantic sword blows. The hike back is an exhausted blur, but even in his current state, he's enough of a woodsman to be able to find his way back to the stones' clearing. If the PCs request directions to it, he tells them and sketches a brief map in the dirt. Following these directions requires a DC 15 Survival check. Alternately, if the PCs try to convince him to lead them there, he wails piteously and clutches his arms to his chest, begging them not to make him go back. On a successful DC 15 Diplomacy or Intimidate check, he reluctantly agrees but refuses to fight, cowering at the first sign of trouble.

INTO THE WOODS

The PCs may decide to follow Bron's directions or the runehound's trail back to the standing stones before they've collected Letham's body. In this case they find the site exactly as described in the final encounter and are free to investigate, but nothing they do completes the ritual that opens the portal (save for the extreme alternatives discussed in the sidebar on page 22). If the runehound is already there, it attacks them immediately. If they reach it before sunset after killing the runehound the previous evening, they find it unguarded until nightfall, at which point a thick fog rises up from the ground and converges on the altar, swirling and condensing into the shape of the runehound, which attempts to kill or drive off the party before heading for town.

THE NERVOUS PRIEST

Of all the citizens of Dramsburg, only **Father Kerin** (LG male human cleric 3; Bluff +4, Diplomacy +10, Intimidate +4, Sense Motive +5) suspects what's actually going on. When the druidic sect began dying out in this area, the faithful of St. Cuthbert moved in aggressively, quickly becoming the new religion of choice for the town and going so far as to build their church on top of the old druidic meeting hall. Under their care, the cult and its practice of human sacrifice has been forgotten for centuries, yet each new priest to inherit the Dramsburg

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flock is shown the runes and pictograms in the secret chamber below the church, taught the command phrases to control its guardian, and instructed to remain quietly vigilant. Kerin, an elderly man with wild gray hair and a kindly smile, is the latest in a long line of priests born and raised in Dramsburg, and has held the position for most of his life.

Though a good man at heart, Father Kerin is in an awkward position. To reveal the power of the forgotten cult and suggest returning the body would be tantamount to heresy, possibly costing the church a portion of its parishioners. At the same time, church attendance has been higher than ever since the attacks began. Eventually, he hopes someone higher up in the church responds to his distressed letters and handles the matter for him, but for now he blusters and stalls, milking the town's fear for the glory of St. Cuthbert.

The first time the PCs approach the church during the day, they find Father Kerin wrapping up one of his newly adopted fire-and-brimstone sermons.

"And what is this but a judgment?" asks the skinny man at the altar, his thinning gray hair a nimbus behind his sweating face. "For too long we've been complacent, thinking that the love and protection afforded to us by St. Cuthbert is a given, our right. What hubris! Ours is no weakling god to be taken for granted—each one of us should be on our knees daily, desperately trying to know His will, that we might follow His path more closely. For if we err, if we give in to arrogance or stray from the path of righteousness into the darkness that lurks always beyond our doors—then we will truly know the meaning of sorrow. As we are learning now, with each child we lose. Letham. Jef and Ted. The Eastons. These are the prices we pay for a paucity of faith.

"Go now, all of you, and pray for St. Cuthbert to deliver us from this evil. Pray for forgiveness."

One-on-one, Father Kerin has trouble keeping up the same energy, and a DC 15 Sense Motive check shows that he's more nervous than righteous. Even so, he's completely committed to his cause, and unless the PCs can convince him that they've already discovered his secret or been informed by higher-ranking church officials, he refuses to reveal any additional information about the ancient druidic faith or the standing stones outside of town. On any other issue, he's happy to talk, and eager to offer any assistance the party might require in handling the town's problem.

THE CHURCH ON THE HILL

Dramsburg's church of St. Cuthbert is positioned at the top of gently sloping Barrow Hill, the highest point in town. Old and simple, the church consists of a small chapel filled with pews and a few modest outbuildings to house the resident priest. A small bronze bell hangs from the roof above the main doors. Farther off to the side, a low stone vault protrudes from the earth, with stairs leading down to its entrance.

The church of St. Cuthbert, like much of the town, is built on the foundations of much older buildings, and in fact its hidden basement is the only place in town where remnants of the ancient druidic lore still survive. Runes can be noticed on the building's cornerstones with a DC 15 Spot check.

During the day, the church is filled with a steady stream of parishioners who stop by for a brief prayer or chat with Father Kerin, as well as the mass sermons which have enjoyed increased popularity since the attacks. If the PCs enter the church after dark, they may catch the old priest in the secret cellar, reviewing the wall carvings by lantern light in search of alternate ways to end the attacks. He's taken to spending the first part of each evening there, sneaking in an hour after sunset when the rest of the villagers have locked themselves in their homes. When not down in the basement, he spends his nights in a simple cottage close to the chapel.

1. MAIN CHAPEL

The main body of this church is open and spacious, filled with rows of pews facing the simple altar on a dais at the far end, flanked on either side by alcoves for the choir. Large windows, a few emblazoned with stained-glass depictions of St. Cuthbert and scenes of divine retribution, line the nave and light the church with cheerful warmth.

Always open during the day, the church doors are locked at sundown with a simple lock (DC 20 Open Lock check). A ladder next to the main doors leads up to a hatch in the roof that allows access to the small tower housing the town bell, next to which hangs the bell's pull cord.

Hidden by a mat before the altar, a trapdoor in the floor allows access to a secret chamber in the church's foundation. This door can be located with a DC 20 Search check unless Father Kerin is currently in the room, in which case it yawns wide and obvious.

Treasure: Dramsburg is a simple farming community, and it shows in their church décor. Still, there are a few expensive items, including four tapestries worth 50 gp each and an equal number of golden candelabras worth 20 gp each. If anything goes missing from the church, however, the outsiders quickly find themselves confronting an angry sheriff and several burly farmers.

2. VESTRY

This room contains a small desk and two comfortable chairs. The back wall is lined with robes, religious texts, and other miscellaneous items related to the running of a church.

This desk is where Father Kerin goes over church finances and does any private counseling of his parishioners. The rest of the room is dedicated to storage. Buried underneath the spare robes in the corner is a strongbox with an average lock (DC 25 Open Lock check), in which Father Kerin keeps the money gained from tithes (currently 72 gp).

3. PRIVY

This privy comes in useful during long church services.

4. RECTORY

This humble cabin is small but cozy, with only a woodstove, bed, and armchair for furnishings. A few books sit stacked in the corner, and an open chest holds neatly folded clothes.

These are the personal quarters of the church's priest-in-residence. When not in the chapel or making house calls to help heal the sick, Father Kerin can be found here, quietly reading or cooking a meal.

5. VAULT ENTRANCE

This square stone structure rises only a few feet above the grass, its ancient gray walls worn heavily by wind and rain. To one side, a set of steps leads down to a thick stone door.

Though heavily eroded, this structure is still covered with runes left over from the time of the druids, which can be noticed with a DC 10 Spot check. The door is not locked, but its heavy stone construction requires a DC 15 Strength check to open. Inside, another set of stairs leads down into the mausoleum proper.

Development: If the PCs attempt to convince the town to turn over Letham's body and fail, **Dorny Witwaller** (LN male human warrior 1) is posted here and instructed not to let anyone enter

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CORPSES AND RITUALS

While returning the corpse to the standing stones is the most obvious way to deal with the runehound, it is not necessarily the only way. Once the ritual has been initiated, only a human sacrifice will complete it. If the PCs are unable to return Letham's body to the altar, or if the body is destroyed, the only way to appease the runehound is to kill another human within the circle of stones and lay his corpse upon the altar. Doing so completes the ritual as normal. If Letham's body is destroyed, the runehound focuses its attention on Letham's nearest living relative: Mayor Alferd Tilbottom. Its new objective becomes abducting Alferd, dragging him out to the ritual site, and killing him on the altar.

If the PCs become discouraged by NPC resistance to the obvious solution and decide to simply move on, Sheriff Mahen approaches them quietly and begs them to reconsider. While his sense of duty to the mayor prevents him from aiding them directly, he tells them that, while the guard he placed on the mausoleum is unwaveringly loyal, he is not particularly bright.

the vault except Father Kerin. Although extremely loyal to Sheriff Grigsby, Dorny is not particularly bright, and might be fooled into abandoning his post briefly.

6. MAUSOLEUM

This large circular chamber is musty and cool. Thirteen short walls ending in round pillars extend from the outer circumference, demarking twelve separate alcoves, each filled with small niches containing jumbles of human bones. In the center of the room stand three waist-high stone slabs, smooth except for an inch-high lip around the edges. On the middle table lies a shrouded form.

This mausoleum is the only structure to survive completely intact since the time of the druids. Deceased citizens of Dramsburg are typically placed on one of the slabs until the funeral, then returned there until the wake two weeks later, after which they are either cremated and scattered or placed in one of the antechambers. The corpse lying on the central slab is Letham, his body preserved by Father Kerin's *gentle repose* spells in preparation for his funeral.

7. HIDDEN CELLAR (EL 5)

A short set of wooden stairs leads down from the trapdoor into the center of this small stone room. The bare stone floor is covered in strange runes, and every inch of the four walls is embellished with bas-relief carvings. A massive stained-glass window set into a wooden frame obscures a portion of the west wall. The window seems to be simply resting against the wall, and looks completely out of place.

This room is Dramsburg's best-kept secret. Left intact when the church was constructed, this basement was originally part of a druidic meeting hall. The runes on the walls depict a number of druidic rituals, including a step-by-step rendering of the primary fertility rite. The first picture shows a group of hooded druids, surrounded by obelisks, sacrificing a man on an altar. The next shows a portal opening just beyond them, and the final carving depicts the same figures frolicking in a bacchanalian frenzy amongst trees heavy with fruit. Through each of the scenes, a creature resembling the runehound looks on docilely.

Creatures: When the original priests of St. Cuthbert constructed this church, they decided to leave this room intact as a warning for future generations about the dangers of the druidic faith. However, they knew that the knowledge in this room was potentially deadly if it fell into

the wrong hands, and so they constructed a guardian to watch over this chamber. The stained glass golem lies concealed within the window. It attacks anyone who enters this chamber without speaking the proper command word ("zentoil"). It fights to the death, but does not pursue intruders outside this room. Father Kerin is incapable of ordering it to stand down, so he takes care to prevent anyone from entering this room.

Stained Glass Golem **CR 5**
N Medium construct
Monster Manual II 116
Init +0; **Senses** darkvision 60 ft., low-light vision; Listen +1, Spot +1
AC 15, touch 10, flat-footed 15
hp 86 (12 HD); fast healing 5; **DR** 10/ adamantine
Immune construct traits, magic
Fort +4, **Ref** +4, **Will** +5
Spd 30 ft.
Melee 2 rakes +10 (1d8+1/19–20)
Base Atk +9; **Grp** +10
Atk Options keen
Abilities Str 13, Dex 10, Con —, Int 4, Wis 13, Cha 7
Feats Blind-Fight, Cleave, Great Cleave, Power Attack, Skill Focus (hide)
Skills Hide +18 (+38 in a window frame)
Keen (Su) A stained glass golem's rake attacks threaten a critical on a natural attack roll of 19–20.
Magic Immunity (Ex) A stained glass golem is immune to any spell or spell-like ability that allows spell resistance except as follows: a *shatter* spell affects it normally, a *mending* spell heals 2d6 damage, and sonic attacks affect it normally.

Development: If the PCs enter while Father Kerin is inside, he is flustered and angry, primarily at himself for being so easily discovered. Nevertheless, he warns them to leave immediately at risk of their lives. If combat breaks out between the PCs and the golem while he is present, he does his best to stay out of the way and convince the PCs to retreat. While he won't attack the golem, he tries to rescue any PCs that look close to death.

If the PCs investigate while the priest is in his cottage, there's a 5% chance each minute that he remembers something he forgot in the vestry and notices their infiltration. If the party can change his attitude from Unfriendly to Friendly with a DC 25 Diplomacy check, the priest breaks down and explains the town's druidic history, as well as his fears that only returning Letham's body to the woodland altar will stop the killings. Give the PCs a +10 circumstance bonus on this check if they have defeated the golem and explored the secret chamber.

DISTURBING THE DEAD

Once the PCs have puzzled out the situation or coerced an explanation from Father Kerin, they're faced with a dilemma. The easiest way to save the town is to return Letham's corpse to the forest altar and complete the ritual, yet to do so would be extremely unpopular. To Father Kerin and the pious residents that make up the majority of the settlement, such grave robbing alone would be a serious sin, let alone using the corpse to complete a blasphemous ritual. To Mayor Tilbottom, the idea of using his son in such a manner is flatly out of the question, and even suggesting it immediately shifts his attitude to Unfriendly.

If the PCs attempt to reason with the town as a whole, a town meeting is called. Allow the PCs to make a Diplomacy check—on a result of 25 or higher, the majority of the town is convinced of the necessity, including Father Kerin and Sheriff Mahen. If the PCs already convinced Father Kerin to explain the situation to them, give them a +5 circumstance bonus on this check. Mayor Tilbottom remains unconvinced, but does not go against the town's wishes.

If the PCs fail to sway the crowd, the matter is decided against them, and a guard (human warrior 1) is placed on the mausoleum. The PCs themselves are otherwise allowed to continue about their business unhindered, in order to "explore alternate means" of stopping the runehound.

If the PCs decide to steal the body outright, they find it a relatively easy task unless a guard has been posted—Father Kerin's rectory is on the other side of the church, and few people venture out of doors at night. In the excitement of finally being free of the runehound, the town may well decide to overlook the theft upon the PCs' return, but Mayor Tilbottom can only be appeased after his son's body is returned to its rightful resting place. If any townsfolk are seriously injured in the theft, the PCs return to find a lynch mob unconcerned with what greater good the PCs may have wrought.

Ad hoc Experience Award: If the PCs successfully acquire the body, give them a CR 3 experience award.

THE STANDING STONES (EL 3 OR 6)

Densely-packed trees open up into a small clearing covered in thick moss. Ten-foot-tall rune-covered obelisks of black stone stand in a rough circle around a stone altar, many of them hooked inward like ribs or leaning at precarious angles. A few have fallen over completely and been overgrown with moss and vines.

This is the ancient site used by the druids to breach the planar barrier. On the sides of the central table, intricate carvings mirror those on the walls in the church's hidden cellar.

Creatures: If the PCs have not already killed the runehound for the day, they find it here. If they place the corpse on the altar, the runehound curls up by one of the obelisks and watches events unfold without further interference.

As soon as Letham's body touches the stone table, a tear forms in the air just above and to the side of it. Starting out as a pinpoint of brilliant light, it quickly stretches itself vertically until it becomes a roughly diamond-shaped portal, 10 feet high and half that across, floating above the ground at head height. As it reaches its full size a massive wave of violet energy explodes from the portal in a ring that washes over everything as it expands outward at the speed of a crossbow bolt. Creatures within 30 feet of the altar must make a DC 25 Reflex save or be knocked prone by the force of the blast. The portal immediately begins shrinking again, closing completely in a manner of minutes. Through it, the PCs catch a glimpse of an empty savannah and snow-capped mountains, all of the

colors brighter and more vibrant than they ought to be.

The energy is not the only thing to emerge from the portal, however. Attracted by the sudden disturbance, a wandering Beastlands predator called a Spirit of the Wild comes leaping through, aggressive and hungry. Though the ancient druids may have had the power to ward off such creatures, the PCs are not so fortunate, and the Spirit of the Wild fights until destroyed.

Runehound: hp 37, see page 17.

Spirit of the Wild: hp 80, see Appendix.

Development: The ring of primal energy expands outward to a radius of 10 miles, encompassing the houses and fields of Dramsburg. As it passes over them, invigorated plant life suddenly stirs and begins growing rapidly, and local animals begin eating and rutting with renewed fervor. The harvest will be bountiful in Dramsburg this year.

For the PCs, positioned at ground zero, the effects are stronger. As the energy passes over them, it strengthens and feeds bone and sinew, resulting in a permanent +1 inherent bonus to Constitution for each of them, effective immediately. This fertility ritual may only be reproduced once each year, and bonuses from additional waves of energy do not stack.

Treasure: In addition to the magical bonuses caused by proximity to the explosion, a DC 15 Search check reveals six golden idols half-hidden by the moss on the far side of the altar. Each is in the form of a forest animal but, strangely, does not seem to match the artistic style of the other objects in the clearing. Each is worth 100 gp.

CONCLUDING THE ADVENTURE

Once the PCs complete the ritual and defeat the Spirit of the Wild, the runehound is appeased and the adventure is finished, yet several questions remain. Will the town, having seen the power of the fertility rite, return to the druidic ways of their ancestors? How will the Church of St. Cuthbert react to this proof that its foothold in the region isn't as strong as it thinks? And if the brief opening of the portal attracted the Spirit of the Wild, what other forces may have taken notice of the breach? Only the turning of seasons will tell what seeds the PCs' actions may have planted.

APPENDIX: NEW MONSTER

SPIRIT OF THE WILD

The only truly constant parts of this creature are its four leonine paws, each tipped in razor-edged claws. Above them, its body is a roiling mass of gray flesh, flickering in and out of solidity as tentacles, turtle shells, and other bizarre appendages sprout seemingly at random from the visceral mass. Its head is roughly the shape of a lion's, but with all the skin removed, covered instead with pinkish-gray mucous. The center of this face is a

sucking, circular lamprey mouth filled with rows of inward-curving teeth.

SPIRIT OF THE WILD **CR 6**

Always CN Large outsider (chaotic, extraplanar)

Init +3; **Senses** blindsight 30 ft., darkvision 60 ft., low-light vision; Listen +14, Spot +14

AC 18 (+3 Dex, +6 natural, –1 size), touch 12, flat-footed 15

hp 80 (7 HD) **DR** 10/cold iron

Fort +12, **Ref** +8, **Will** +7

Spd 40 ft., climb 20 ft.

Melee 2 claws +13 (1d8+7) and bite +11 (1d8+3)

Space 10 ft.; **Reach** 5 ft.

Base Atk +7; **Grp** +18

Atk Options pounce, roar, rake +7 (1d8+3)

Special Actions manifest

Abilities Str 24, Dex 17, Con 24, Int 2, Wis 14, Cha 18

SQ amorphous

Feats Alertness, Improved Natural Attack (claw), Multiattack

Skills Hide +9, Listen +14, Move Silently +13, Spot +14

Environment Wilderness of the Beastlands

Organization solitary

Treasure none

Advancement 8–16 HD (Large)

Manifest (Su) Each round as a free action, a spirit of the wild may manifest one of the following traits. Manifesting a new trait replaces the previous one. Possible traits include: shell or chitin (+2 enhancement bonus to its natural armor), tentacles or pseudopods (+4 competence bonus on grapple checks), extra legs (5-foot bonus to its base land speed), and antennae (+2 competence bonus on Spot and Listen checks).

Roar (Ex) As a standard action, a spirit of the wild may unleash a scream that resounds on every note of the audible spectrum. All creatures within 60 feet must succeed on a DC 17 Will save or be stunned for 1d4 rounds. Creatures that save successfully are immune to this spirit of the wild's roar for 24 hours. This is a sonic mind-affecting compulsion effect. The save DC is Charisma-based.

Pounce (Ex) If a spirit of the wild charges a foe, it can make a full attack, including two rake attacks.

Amorphous (Ex) A spirit of the wild is not subject to critical hits.

The spirit of the wild is a ferocious Beastlands predator. Paragons of adaptability, these creatures carry within their constantly-shifting flesh the patterns for most of the standard environmental adaptations found in nature, and can shift their own physical structure at will to compensate for external factors. As a result, only the feet and head have static shapes, with the gooey skin of the latter recognizing changes in light, vibration, and airborne chemicals, giving them exceptionally keen senses. In addition, the ability to completely reshape their vocal cords grants the creatures a scream that spans a range far beyond that of humanoid hearing, disorienting their prey.

SCALING THE ADVENTURE

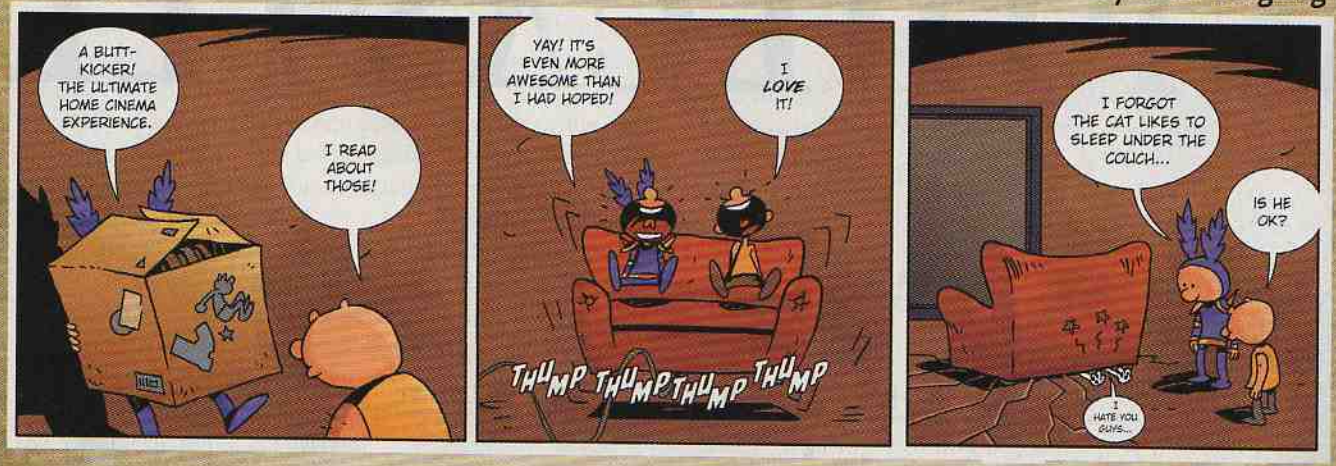
As there are few combat encounters in this adventure, adjusting them to fit a different level is difficult. For lower-level parties, consider running the adventure as written and changing the Spirit of the Wild to a displacer beast or gibbering mouther. Replace the stained glass golem with a Medium animated object or a Medium earth elemental. For higher-level parties, make the runehound a displacer beast, and advance the stained glass golem by 4–6 HD and the spirit of the wild by 2–4 HD. Adjust all skill check DCs up or down by a number equal to the amount by which the average party level differs from 3.

Though they are capable of both compassion and loyalty toward their young, the extreme amounts of energy required to power such a constantly shifting physical makeup makes spirits of the wild the essence of hunger, constantly hunting and feeding—unlike most outsiders, spirits of the wild must eat. As a result, they tend to be solitary creatures, requiring large territories in which to stalk their sustenance. Once engaged, a spirit of the wild fights to the death, feeding only once all threats have been nullified.

James is an Assistant Editor for DUNGEON. *He would like to thank* DRAGON *editor Wes Schneider, without whom this adventure would never have been written.*

THE PORTENT

by Peter Bergting


A BUTT-KICKER! THE ULTIMATE HOME CINEMA EXPERIENCE.
I READ ABOUT THOSE!
YAY! IT'S EVEN MORE AWESOME THAN I HAD HOPED!
I LOVE IT!
THUMP THUMP THUMP THUMP
I FORGOT THE CAT LIKES TO SLEEP UNDER THE COUCH...
IS HE OK?
I HATE YOU GUYS...
WWW.BERGTING.COM

In the Shadows of Spinecastle

BY STEPHEN S. GREER AND GARY HOLIAN
BY UDON
BY ROB LAZZARETTI

GREYHAWK ,, MID- LEVEL (6TH–12TH) ,, URBAN AND DUNGEON CRAWL

A desperate Count clings to the last fragment of a broken kingdom, his lands overrun with monstrous humanoid armies and bandit gangs. The Count's spy in Spinecastle, former capitol of the realm, has disappeared, and if the information he possesses falls into the hands of the enemy, any hope of rescuing the kingdom will vanish. The count needs a small, daring band of heroes to infiltrate one of the most dangerous cities in the world, locate the missing spy, and return in time to save the kingdom.

"In the Shadows of Spinecastle" is a GREYHAWK adventure for four 9th-level characters. It takes place in Bone March, found on part 4 of the GREYHAWK poster map in *DUNGEON* #121. However, it can easily take place in a similar disputed borderland.

ADVENTURE BACKGROUND

Count Dunstan is the last survivor of a minor noble house of Bone March. Over three decades ago, vast armies of savage humanoids from the northern mountains invaded his realm. Though his people fought well, treachery ensured their defeat. Multiple ferocious armies now occupy the once great capital of Spinecastle, and the few citizens that did not perish or flee during the invasion have been enslaved. The tribal chiefs in Spinecastle maintain a stranglehold on all of the lands of Bone March except for the County of Knurl on the southern border. Enemies surround Count Dunstan as he struggles to sustain the hope of one day restoring Bone March. The only thing that has allowed him to stay one step ahead of the machinations of his enemies is the spy he managed to slip into Spinecastle under the noses of the ruling chiefs.

Recently, the Count's spy made a discovery in the bowels of Spinekeep, the fortress that overshadows the city of Spinecastle. His last report indicated he was close to locating the legendary *Key of Spinecastle*, a mysterious artifact of great power. Explorers have been seeking the whispered object since the day the March fell.

Among others seeking the key is a treacherous man calling himself Wyrnan Korch, the High Secretary of Hextor. At least, that was the name of the North Kingdom emissary the man murdered on his way to Spinecastle before assuming his identity. In reality, he serves an insidious death cult called Darkness at Midnight who know him as "Onyx." Because Korch always wore a form-fitting silver mask, it was all too easy

for a master of disguise such as Onyx to assume his place. The façade has allowed Onyx to insinuate himself among the rulers of Spinecastle and use his position to secretly gain access to the dungeons of Spinekeep. There he hopes to locate the *Key of Spinecastle* to further the diabolical plans of Darkness at Midnight. The cult has already secured the *Amulet of Spinecastle*, a minor artifact with strange powers over Fruztii barbarians. Onyx thinks it will lead them to the key and has exploited its unique power to begin creating an army of undead barbarians.

Several days ago, the nefarious agent discovered Count Dunstan's spy snooping around the dungeons of Spinekeep and captured him. He now holds him in the secret chambers beneath the temple of Hextor in the hopes of prying crucial information from him. His official duties as High Secretary have delayed this task, but it is only a matter of time before he retrieves the information he needs and disposes of the spy. And with his doom, the fate of Bone March will be sealed.

ADVENTURE SYNOPSIS

The PCs meet Count Dunstan and learn of the missing spy. They are asked to travel to Spinecastle and discover his fate—rescuing him if possible, but securing the intelligence he has collected above all else. They are instructed to begin their search in the Black Gauntlet Taproom, within Spinecastle. This is a good place to buy or overhear important rumors and gossip. However, their visit to this rowdy and dangerous drinking hall draws the attention of a group of murderers commissioned to kill anyone showing too much interest in the spymaster's residence or abduction.

The information leads the PCs to the home of a recently abducted merchant named Hobar, where they find the house crawling with goblin rogues. The goblins have been paid by a wealthy client to find a certain book or journal, though they haven't found it yet. Dealing with the goblin gang's hobgoblin leader and then searching the house turns up a journal that describes the spy's recent discoveries and outlines his plan to infiltrate Spinekeep. The journal also contains important information necessary to ensure the survival of the County of Knurl.

Pursuing the lead found within the journal, the PCs head into secret chambers beneath the temple of Hextor. They must get past deadly traps and monsters before confronting the scheming Onyx himself.

ADVENTURE HOOK

This adventure begins when the PCs meet with Count Dunstan and accept his mission to rescue the spy.

Not long after the PCs arrive in Knurl, a delegation of five soldiers (human warrior 2) led by a proud young paladin named Stivol Lancing, Captain of the City Watch, comes bearing a summons from Count Dunstan. If the party agrees to meet with the Count they are escorted to his palace, where they are led up several flights of stairs at the back to a private study. The chamber is elegantly furnished with padded chairs, thick carpeting, and polished tables and shelves. Count Dunstan sits by a large window framed in heavy crimson drapes looking north out onto the Blemu Hills.

CHAPTER 1: A SENSITIVE MATTER

Knurl is a large walled city atop a bluff overlooking the convergence of the Harp River and Teesar Torrent. To the north rise the Blemu Hills that eventually give way to the no-man's-land that is Bone March.

The city bristles with soldiers that stage frequent raids into the hills and bordering areas of the March to eradicate bandits and monsters that harass the folk of Knurl.

Knurl is a thriving city. However, beneath the surface is a feeling of desperation as its citizens struggle to defend their way of life from constant attacks by the armies to the north that refuse to give up claiming the whole of Bone March. Their beacon of hope lies in Count Dunstan, a loved and respected leader. They see his intuitive strikes and counterattacks against their enemies as inspired, the mark of a brilliant tactician, or just plain old luck. Wherever the Count's retainers and advisors are found moving through the city, cries of "Heironeous bless the Count!" usually follow. Little do they know that most of Count Dunstan's successes have come from acting on timely reports from his spy in Spinecastle.

Knurl (large city): Conventional; AL LN; Population 13,500; 40,000 gp limit; Assets 27,000,000 gp; Mixed (79% human, 9% halfling, 5% elf, 3% dwarf, 2% gnome, 1% half-elf, 1% half-orc)

Authority Figures: **Count Dunstan**, LN male human fighter 9 (Marshall of the Armies of the March); **Boris Dregkar**, LN male human fighter 10, **Stivol Lancing**, LG male human paladin of Heironeous 4 (Captain of the City Watch), city council members (LN aristocrats 3–6).

COUNT DUNSTAN

Count Dunstan has kept his plans secret even from the City Council members. Only a few men know the true source of Count Dunstan's military successes over the years—espionage. If the Council, or worse yet, spies from the armies in Spinecastle found out, he could lose it all. Thus, he has kept his dilemma a secret.

Count Dunstan assesses the PCs carefully for a moment before placing his trust and the fate of Bone March into their hands. He is past his middle years, tall and thin with a long black mustache and shoulder-length wavy black hair streaked with gray at the temples. Beneath his white and crimson silks, he wears a mithral shirt. At his hip hangs a decorative fairly heirloom, a longsword. The golden handle and pommel have a griffon motif with ruby eyes and the scabbard is adorned with griffons in flight. His rich clothing cannot disguise the fact that he is a very tired man with worry lines around his eyes and creasing his forehead.

Count Dunstan invites the PCs to be seated and offers them white wine imported from Veluna, personally pouring their drinks. After acquaintances have been made, Count Dunstan explains his dilemma without revealing his vulnerability too much. He says that he has an officer in Spinecastle who keeps him abreast of things there, but who has recently gone silent.

Fearing the worst, the count implores the PCs to aid him in finding out what has happened, rescuing his man if possible, but above all else securing his intelligence.

Count Dunstan is prepared to reward the group with 30,000 gp in mixed services, goods, and coins if successful—such is his desperation and gratitude. If the PCs accept, Dunstan can tell them a little about Spinecastle. He suggests they assume disguises as mercenaries looking for jobs as caravan guards, thugs seeking to join a gang, or hired killers so as to fit in. Count Dunstan does not know the real name of his spy, a precautionary measure of his own doing. He does have an emergency contact method that he explains to the PCs. The address of his agent was given to a trustworthy individual within Spinecastle named Grbleck years ago. Count Dunstan doesn't know where exactly in Spinecastle Grbleck can be found, but he tells the PCs the proper code phrase ("I'm looking to buy some shoes from Bellport"). When Grbleck hears the phrase, he is supposed to hand over a sealed envelope containing the address.

Count Dunstan

GETTING TO SPINECASTLE

Count Dunstan stresses the need for haste. When the PCs are ready to depart, there are a few options to get to Spinecastle. Traveling by boat part of the way up the Harp River or Teesar Torrent cuts down on travel time, though both place the PCs at the same approximate distance from Spinecastle. The rest of the journey requires overland travel—about 120 miles from the nearest stretch of each respective waterway.

Any journey to Spinecastle is dangerous. The wilds of the march are filled with bandits, humanoid patrols, and monsters.

ENCOUNTERS IN BONE MARCH

Bone March is nestled between the Rakers mountain range in the north and west, the Blemu Hills in the south, and the Teesar Torrent and Harp River to the south and east. In between is a land of rolling, rocky countryside, scattered woods, high grasses, and small ruined communities.

By most accounts, the only inhabitants between Spinecastle and Knurl are lawless bands of humanoids and monsters that prey on travelers and one another alike. As is often the case where so much killing is routine, an inordinate amount of undead prowl the countryside, lurking in the shadows of ruins and caves.

INSIDE SPINECASTLE

Visitors to Spinecastle should take great care in how they interact with the creatures living here. Life in the ruined city is a careful balancing act between showing respect and demanding it. Failure to observe customs can be fatal. Slaves, comprised mostly of human, halfling, and gnome survivors of the invasion, are bought and sold like cattle. These thralls help maintain the semblance of a working city, leaving their masters plenty of time to gamble, fight each other, and pillage the countryside. The orc patrols are more frequent during the night. Whether this is due to their preference for the dark or the fact that certain groups of gnoll troublemakers are more active then is anyone's guess. Human bandits and mercenary gangs come and go frequently, most often spending their time carousing in the numerous cantinas and taprooms throughout the city. The city's overlords move quickly against visitors that show up in large numbers or threaten their interests. Otherwise, "tourists" are ignored. A strong sword arm and quick wits keep harassment to a minimum, though a slip-up against the group might find one fighting for his life in the Pits, consigned to a life of slavery, or dead on the spot.

Each hour the PCs spend moving about the city, have them make Diplomacy checks and consult the table on page 30. Elves and dwarves incur a –5 circumstance penalty on all Charisma-related checks when dealing with the masters of Spinecastle due to the deep-seated animosity many of the savage humanoids in the city have for their kind.

It takes a DC 15 Gather Information check made in Spinecastle to learn that Grbleck is the master of the Black Gauntlet, along with directions to the taproom.

THE BLACK GAUNTLET TAPROOM (EL 11+)

What may have once been a large warehouse now serves as a massive rowdy tavern. A wooden sign depicting a pair of black spiked gauntlets hangs over twin doors sized for a barn. The doors stand ajar, allowing raucous laughter, cursing, and the sounds of brawling to filter out to the street. A single troll of impressive size and girth stands just inside the doors. It clutches a studded iron cudgel with numerous nicks, notches, and dark stains.

This massive building on Vir Road sits at the edge of Roust Ward facing the

Temple of Hextor across the way. Once a warehouse, it now serves as a massive taproom with front doors 15 feet high and 10 feet wide and a ceiling that reaches a height of 20 feet where thick wooden beams support the slightly arched roof. Chains hanging from the rafters support lanterns with *continual flames* inside them that provide patchy illumination. This is mainly for decoration, since most of the patrons need little or no light to see. The floor is spotted with bloodstains and infested with vermin. The smell of cheap whisky, blood, and urine permeates the air, but doesn't seem to bother the patrons.

Creatures: City residents lacking coin for admission to the fights at The Victory Gardens come here for alternative spectator sports. Bloody death matches take place in a wide earthen pit dug in the center of the common room. Unscheduled fights break out frequently as well—just about every day. The owner's massive troll bouncers enforce a policy of "take it to the hole" on such occasions. The fights provide an opportunity for betting and keep the patrons entertained.

Grbleck, a grizzled old orc fighter, owns and operates the Black Gauntlet Taproom with the help of orc lackeys and human slaves. Grbleck runs his business from a large caged bar at the back of the common room. An adjoining room serves as his personal sleeping quarters. A fenced off area nearby holds dozens of kegs used to supply his bar.

The warehouse windows have all been shattered; the furniture broken up and nailed back together so many times that it looks like a drunken carpenter's workshop. Grbleck owns a goblin carpenter slave named Dung Pile, kept chained inside a tiny shack about the size of a doghouse out back when not working. Dung Pile busily repairs the furniture as needed, hefting a hammer and nails like weapons of war.

In addition to Grbleck and his staff, the exact makeup of the patrons here varies. At any given time the PCs may find the common room full of 2d4 bugbears, 2d4 drow, 1d4+1 gnolls with a 25% chance of a leashed hyena, 1d6+3 goblins, 2d4 half-orcs, 1d6+3 hobgoblins, 1d4+1 human clerics of Hextor (*Dungeon Master's Guide* 115), 2d4 human mercenaries (refer to NPC Statistics in Chapter 4 of the *Dungeon Master's Guide* to determine levels and classes), 1d3 ogres, and 2d4 orcs, with a 25% chance of a troll. Their initial attitudes are unfriendly.

Unfortunately for the PCs, one of the first things Onyx managed to extract from the captured spy was information about Grbleck's envelope. Rather than kill the orc (and risk a riot), the false High Secretary instead cut a deal with him to betray anyone that tries to pick up the envelope.

Grbleck keeps the sealed envelope locked in a safe inside the iron cage. If the PCs give him the proper code phrase, he flinches and shoots a look toward the corner where Death's Harbingers,

Spinecastle Diplomatic Results

Diplomacy Check	Result
4 or lower	Fight! The PCs have offended a single individual or group, resulting in combat. Use the Spinecastle Urban Encounters table below. Future Diplomacy checks have a –5 circumstance penalty.
5–14	A few coarse insults and threats are exchanged. There is a 50% chance of a fistfight resulting (non-lethal damage).
15–24	Indifferent toward the PCs.
25 or higher	The PC has impressed one of the creatures on the table below, which provides limited assistance or information. 40+ One of the creatures from the encounter table agrees to give aid or advice, guide the PCs through the city, or act as a bodyguard (becoming an NPC party member until dismissed or the PCs leave the city). Future Diplomacy skill checks gain a +5 circumstance bonus.

Spinecastle Encounters

d%	Creature	Average EL	Source
1–15	1d3+1 bugbears and 1d6+3 goblins	6	*Monster Manual* 29, 133
16–30	2 5th-level orc fighters (patrol)	7	*Dungeon Master's Guide* 117 (use the statistcs for a 5th level hobgoblin fighter)
31–35	1d3+1 trolls	8	*Monster Manual* 247
36–40	1d4+4 hobgoblin bandits (5th-level fighters)	9	*Dungeon Master's Guide* 117
41–55	5th-level gnoll rangers with hyena companions	9	*Dungeon Master's Guide* 121
56–70	3 drunk 5th-level half-orc barbarians and 10 orc drinking companions	9	*Dungeon Master's Guide* 112, *Monster Manual* 203
71–80	2 hill giants	9	*Monster Manual* 123
81–90	1d4+4 5th-level human clerics of Hextor	10	*Dungeon Master's Guide* 114 (Destruction and War domains and spell selection changes as appropriate)
91–95	4 4th-level ogre barbarians (laborers)	11	*Monster Manual* 199
96–00	1 war troll	12	*Monster Manual III* 181

a mercenary group hired by Onyx, are watching him. A PC can make a DC 15 Sense Motive check to notice that the orc appears to be extremely nervous. A DC 20 check gives the PC the impression that Grbleck may have been bought off.

For his part, Grebleck is frightened of Onyx and terrified of the Harbingers. If the PCs catch on to his betrayal and make a DC 20 Diplomacy check or a successful opposed Intimidate check (his modifier is +7), he agrees to give them a 5-minute head start before he notifies the assassins. Otherwise, he waits until the PCs are near the door, then signals the Harbingers.

Death's Harbingers is a misfit group of killers hired by Onyx to kill anyone that receives the envelope from Grbleck. A self-serving drow sorcerer named Szarthellion leads them. Pernicious, the greater barghest, looks like an overly large muscle-bound goblin with feral wolfish features (his hybrid form). Toku the ogre is very stout, almost dwarflike in build, with gold-covered tusks in his large, wide mouth.

Grbleck, male orc fighter 5: hp 47; AC 17 (+2 *studded leather*); use the stats for a hobgoblin 5th-level fighter, *Dungeon Master's Guide* 117.

Orc workers (6): hp 5 each; *Monster Manual* 203.

Human slaves, human commoner 1 (4): hp 3 each.

Dung Pile, male goblin carpenter (1): hp 5; AC 12 (no armor); +2 melee (1d3, light hammer); *Monster Manual* 133.

Troll hunter bouncers (2): hp 130 each; *Monster Manual* 247.

Pernicious Dogspit, greater barghest: hp 67; AC 25 (+1 *mithral shirt*), large adamantine greatsword +14/+9 (3d6+7/19–20); *Monster Manual* 23.

Toku, male ogre barbarian 4: hp 82; *Monster Manual* 199.

SZARTHELLION **CR 9**

Female drow sorcerer 9
NE Medium humanoid (elf)
Init +7; **Senses** darkvision 120 ft., Listen +4, Spot +4
Languages Common, Elven, Goblin, Undercommon

AC 18, touch 14, flat-footed 15
hp 58 (72 with *false life*) (9 HD)
Fort +6, **Ref** +8, **Will** +9 (+11 vs. enchantment)
Immune sleep
SR 20

Spd 30 ft.
Melee mwk dagger +4 (1d4–1/19–20)
Ranged mwk dagger +8 (1d4–1/19–20)
Base Atk +4; **Grp** +3
Combat Gear *lesser metamagic rod of empower, potion of cure moderate wounds* (2)
Spells Known (CL 9th, +7 ranged touch)
4th (5/day)—*dimension door, enervation*
3rd (7/day)—*dispel magic, haste, lightning bolt* (DC 18)
2nd (7/day)—*false life*, glitterdust* (DC 17), *scorching ray, web* (DC 17)
1st (8/day)—*charm person* (DC 16), *mage armor*, magic missile, reduce person* (DC 16), *shield*
0 (6/day)—*acid splash, dancing lights, daze* (DC 15), *detect magic, ghost sound, message, prestidigitation, read magic*
Spell-Like Abilities (CL 9th)
1/day—*dancing lights, darkness, faerie fire*
*Already cast

Abilities Str 8, Dex 16, Con 12, Int 12, Wis 12, Cha 20
SQ summon familiar (rat named Eyesickle)
Feats Improved Initiative, Improved Toughness (+1 hp/HD), Iron Will, Lightning Reflexes
Skills Bluff +17, Concentration +13, Diplomacy +7, Intimidate +7, Spellcraft +13
Possessions combat gear, *ring of protection +1, cloak of Charisma +2*

Tactics: The killers wait until the PCs leave the taproom, so as not to involve the bouncers, before attacking. Pernicious casts *mass bull's strength* on his party followed by *blink* and then closes for melee. Szarthellion casts *haste* on Toku (and any other allies within range). Toku

Grbleck

advances on whoever he assumes is the toughest of the PCs. Szarthellion keeps behind her allies, peppering PCs with *enervations*, *magic missiles*, and *fireballs*.

Szarthellion ditches her allies if they are obviously on the losing side of this fight by casting *dimension door*. The others aren't accustomed to defeat, and fight to the death.

Treasure: In addition to their gear, each of Death's Harbingers carrys a leather sack containing 50 pp as payment for their services.

Development: The sealed envelope contains the address of Hobar the merchant, located at the edge of the Trader's Ward.

If the PCs question Grbleck, they can learn quite a bit about what is going on in Spinecastle. The orc supplements his income by paying close attention to what he and his workers hear and see and then selling it to local thieves and assassins. His information can be bought with a successful DC 10 Gather Information check and 2d10 gp.

Grbleck knows that a merchant named Hobar living over in the Trader's Ward was abducted a week or two ago. The merchant hasn't been seen since. The old orc also knows that someone with a lot of gold to spend recently hired a gang of goblin sneaks and thieves to search the merchant's home. One of them recently visited the Black Gauntlet and was overheard talking about a rich human nobleman hiring his gang to find a book or diary in the merchant's house.

If any of the patrons are questioned for clues about the missing spy, some of them may try to con the PCs into forking over a few gold coins for bogus information, simply shrug indifferently, or refer them to Grbleck.

Should the PCs subdue any of the Harbingers and interrogate them, a DC 35 Diplomacy check or successful Intimidate attempt convinces them to confess to being hired by High Secretary Wyrman Korch. They know nothing more, but may make up a story to save their skins.

HOME OF THE SPY MASTER

This simple two-story abode is located at the edge of Trader's Ward. It has seen many different occupants, but until recently Hobar the merchant claimed it. Hobar is a dealer in the exotic beasts and monsters sold regularly for the blood sports that take place in Spinecastle's Victory Gardens. He is also Count Dunstan's clandestine spy. Hobar had iron grates installed on the windows and strong wooden doors at the front and back of his house not long after moving in. Secret latches on the iron grills allow them to open on hinges. Otherwise, they appear bolted in place.

If the PCs approach the front of the house, a DC 15 Spot check reveals an engraved brass plate in the dirt. A closer examination reveals the words, *"Master Hobar—Dealer of fell beasts and monsters."* It once hung from a hook next to the door, but was torn off by the current occupants.

Iron Grates: 1 in. thick; hp 30; Hardness 10; Break DC 25; Concealed opening mechanism (Search DC 25).

Strong Wooden Doors: 2 in. thick; hp 20; Hardness 5; Break DC 25; Open Lock DC 30.

1. DOOR TRAPS (EL 6)

A stout wooden door bars entrance to the interior. Graffiti covers the cracked plaster walls, save where the plaster has fallen completely away to reveal brickwork. Heavy iron grates effectively screen what lies behind the ruined windows.

Trap: The front and back doors are trapped. Hobar had the traps designed to capture would-be intruders while alerting him of the attempt. Trying the lock or door handle from the outside without first disarming the trap causes a thin iron manacle recessed in the doorframe to spring out and latch around the hand of the would-be intruder. The manacles work on Medium or Small creatures. When triggered, a bell chimes in area **3**.

Spring-loaded Manacle: CR 6; mechanical, touch trigger; manual reset; Atk +24 melee (mwk manacle, hp 10, hardness 10, DC 35 Escape Artist or DC 28 Strength check to break free); spell effect (*alarm*, 1st-level wizard); Search DC 30; Disable Device DC 30.

Development: If the traps are triggered, the goblins in area **3** arrive in 5 rounds. This allows them time to peer through the spyhole and alert the rest of the gang.

2. RANSACKED ROOMS

Overturned furniture, scattered papers, and broken glass and statuary cover the floor of this room. A door exits the house through the far wall, and an opening in the east leads into an adjacent room.

The house is a shambles. It was searched repeatedly and then vandalized when the goblins couldn't find Hobar's journal. This area includes the kitchen, dining room, and entry foyer. The ceiling is 10 feet high and covered in cracked plaster. The papers are Hobar's receipts, ledgers, and other mundane business records.

3. A PUZZLING ARGUMENT (EL 9)

Feathers from ruined sofas and fragments of broken furniture lie scattered about the room. A fire burns in a stone hearth and a staircase ascends to the second floor. A simple elk horn chandelier hangs from the ceiling fifteen feet above.

Creatures: If the PCs bypassed the door traps, the four goblin rogues are here, seated on a rug in front of the hearth. Hobar loved puzzles, and had a large collection of them that the goblins discovered. These four are tugging one of Hobar's more complicated toys back and forth, arguing over how to solve it.

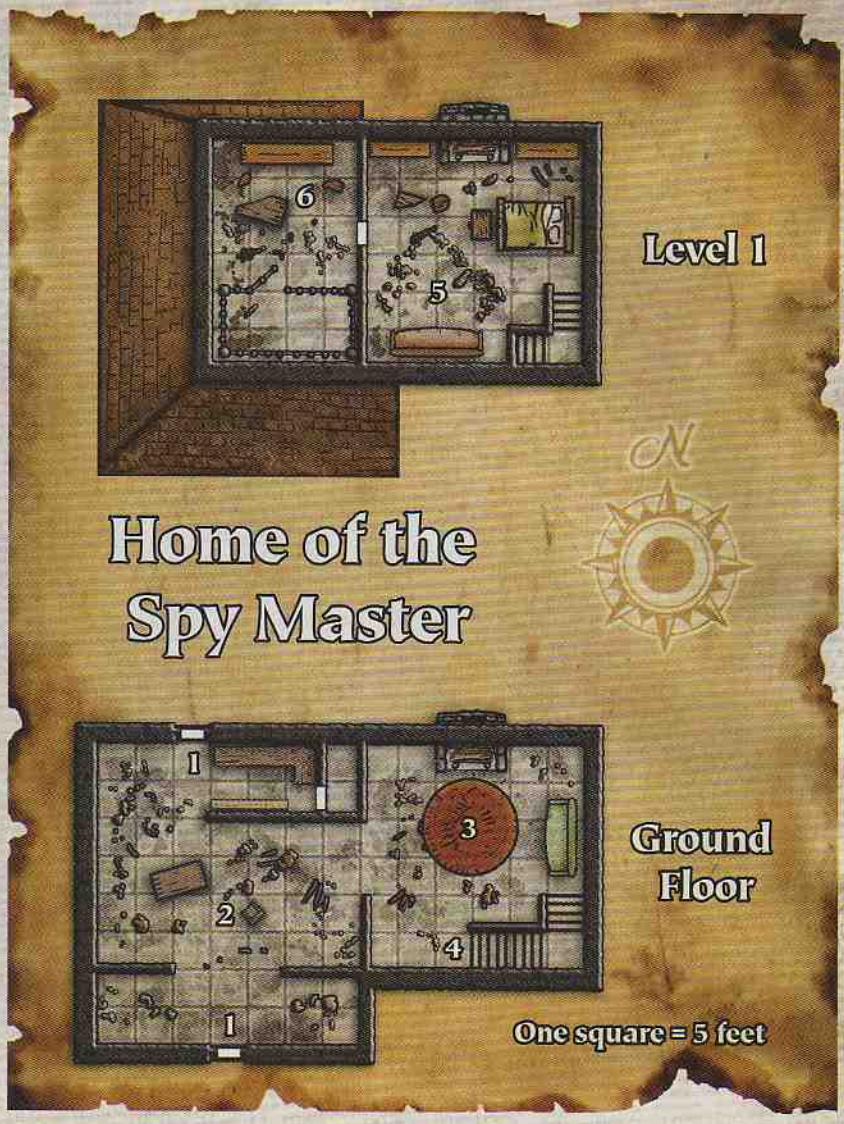
GOBLIN THIEVES (4) **CR 5**

Male goblin rogue 5
Monster Manual 133
CE Small humanoid (goblinoid)
Init +8; **Senses** darkvision 60 ft., Listen +5, Spot +5
Languages Common, Goblin

AC 20, touch 15, flat-footed 16; Dodge; uncanny dodge
hp 30 (5 HD)
Fort +3, **Ref** +8, **Will** +2; evasion

Spd 30 ft.
Melee +1 *short sword* +8 (1d4+1/19–20)
Ranged mwk shortbow +8 (1d4/×3)
Base Atk +3; **Grp** –1
Atk Options Combat Expertise, Improved Feint, sneak attack +5d6
Combat Gear *potion of cure light wounds*

Abilities Str 11, Dex 18, Con 14, Int 8, Wis 12, Cha 8
SQ trapfinding, trap sense +1
Feats Dodge, Improved Initiative, Weapon Finesse
Skills Bluff +7, Escape Artist +11, Hide +15, Listen +5, Move Silently +15, Open Lock +11, Spot +5, Tumble +11
Possessions combat gear, +1 *chain shirt*, +1 *short sword*, masterwork shortbow with 20 arrows, masterwork thieves' tools, signal whistle



Tactics: If the goblins act before the PCs, they use their bows to deal sneak attack damage. They then move into melee, using Tumble to set up flanking positions. Sounds of combat here alert the other goblins, but they maintain their positions on the upper floor, using the time to set up an ambush. When half of the goblins have been killed, the others try to escape up the stairs (jumping over the trapped step—see area 4).

Treasure: The puzzle collection is masterfully crafted from precious metals and wood. It is worth 250 gp.

Development: If the PCs attempt to Intimidate or befriend the goblins with a successful DC 35 Diplomacy check, they tell them that Jhangle, their boss, is upstairs. He took a job from a cloaked human (Wyrnan Korch) to find a special book here, which they confess they have not found. One of the goblins believes (falsely) that their employer is a Hextorian priest.

4. TRAPPED STAIRCASE (EL 6)

A polished wooden staircase rises ten feet to a carpeted landing, turns to the left, and leads up another five feet to the second floor.

Trap: The last step of the lower section of the staircase triggers two separate traps. The first is a slide trap that sends anyone on the stairs when it is triggered

toppling back to the bottom. The second is a 5-foot-by-5-foot section of floor at the bottom of the staircase with sharp spikes that springs upward when the staircase trap is triggered. Both traps may be avoided by disarming them with a switch disguised as one of the pegs of a cloak rack on the south wall.

Staircase Slide: CR 3; mechanical; touch trigger; manual reset; hidden switch bypass (Search DC 25); DC 20 Reflex save avoids (1d6 nonlethal damage, fall); Search DC 25; Disable Device DC 25.

Floor Spikes: CR 5; mechanical; location trigger; manual reset; hidden switch bypass (Search DC 25); spikes (Atk +15 melee, 1d4 spikes for 1d4+4 each); Search DC 25; Disable Device DC 25.

5. BEDROOM (EL 9)

This might have once been a very comfortable sleeping chamber. A stout bed dominates the room, though its feather mattress has been ripped to pieces. A stone hearth takes up a good portion of the north wall, with bookcases missing their shelves to either side of it. A wooden bench rests against the south wall under a window. Books and papers lie scattered about the room. Some of them look like they have been used as pillows, or sit stacked up as if used for makeshift chairs. Part of a map of the city still clings to the north section of the east wall.

A crank hidden under a loose floorboard near the top of the stairs (Search DC 20) resets the traps in area 4. The books around the room catalogue monsters and animals Hobar studied to further his business. Others include topics ranging from poetry, fiction, and geography to how to run a small business.

Creatures: Four goblin rogues occupy this room, napping, eating, or looking through the books curiously. If they are on alert, two of them hide behind the bed while the other two crouch behind the bench (+15 Hide) pulled out from the south wall. Jhangle Three-Fingers is in area 6 whether or not the goblins are on alert.

Goblin Thieves (4): hp 30 each; see page 34.

Tactics: The goblins use similar tactics as those in room 3. If they are losing this fight, they Tumble past the PCs and flee down the stairs.

Trap: A DC 25 Search of the books and scraps of paper turns up small journal cleverly hidden inside a large tome on the mating habits of various breeds of darkmantles. Handling the journal is risky, as it is coated with a deadly contact poison.

Poison-Coated Journal: CR 9; mechanical; touch trigger (attached); manual reset; poison (black lotus extract; DC 20 Fortitude save resists, 3d6 Con/3d6 Con); Search DC 18; Disable Device DC 20.

Treasure: Most of Hobar's entries are in code. However, the most recent notes are in Common, detailing his findings within the bowels of Spinekeep: pools of eldritch energy, hidden corridors leading to guarded vaults containing tomes, ancient coffers, hieroglyphics, and passages deeper into the ground. The notes also mention that Wyrnan Korch, the High Secretary, was snooping around there and has been seen conferring with hooded figures. He overheard some of their plans to create an army of undead from the bodies buried within and around the city. He also seemed concerned that Korch might be close to locating the *Key of Spinecastle*. The information contained within this journal is vitally important to the survival of Knurl.

Additionally, a folded map has been tucked into the journal's pages. It depicts the Temple of Hextor in the Civic Halls. Near the southern corner of the map is a hand-scrawled note and an arrow pointing to a fountain. The note reads: "Observed High Secretery Korch enter a secret passage here."

6. BLOOD HAWK COOP (EL 10)

A large desk occupies the north wall of this room, its shelves pulled out and lying nearby. Papers, bottles of ink, and other less-identifiable items are scattered and broken on the floor. The southern half of this room is taken up by a huge bird cage.

The desk is empty. Its scattered contents are more of Hobar's business records.

Creatures: Jhangle Three-Fingers is usually here with his birds—a large collection of blood hawks. Jhangle is horribly scarred on his face and hands from numerous bites from his feisty pets. He is missing the small finger of his left hand and his right eye (both blood hawk mishaps). He is bald, but sports a greenish-black beard trimmed at sharp angles following the edges of his broad square jaw.

JHANGLE THREE-FINGERS **CR 9**
Male hobgoblin rogue 9
Monster Manual 133
CE Medium humanoid (goblinoid)
Init +9; **Senses** darkvision 60 ft., Listen +4, Spot +4
Languages Common, Goblin

AC 19, touch 15, flat-footed 14; improved uncanny dodge
hp 56 (9 HD)
Fort +5, **Ref** +11, **Will** +2; evasion

Spd 30 ft.
Melee *+1 keen short sword* +12/+7 (1d6+1/17–20) or mwk kukri +12/+7 (1d4/18–20)
Ranged mwk shortbow +12/+7 (1d6/×3)
Base Atk +6; **Grp** +6
Atk Options Combat Expertise, Improved Feint, sneak attack +5d6
Combat Gear *potion of cure moderate wounds* (2), *potion of haste*, *potion of invisibility* (2)

Abilities Str 10, Dex 21, Con 14, Int 13, Wis 9, Cha 12
SQ trapfinding, trap sense +3
Feats Combat Expertise, Improved Feint, Improved Initiative, Weapon Finesse
Skills Bluff +6, Craft (trapmaking) +7, Diplomacy +8, Disable Device +10, Escape Artist +10, Gather Information +6, Handle Animal +6, Hide +10, Intimidate +8, Jump +7, Knowledge (local) +3, Knowledge (nature) +4, Listen +4, Move Silently +13, Open Lock +12, Ride +7, Search +6, Spot +4, Tumble +12, Use Magic Device +6
Possessions combat gear, mithral shirt, masterwork kukri, *+1 keen short sword*, masterwork shortbow and 20 arrows, *gloves of Dexterity +2*, masterwork thieves' tools, signal whistle

BLOOD HAWKS (10) **CR 1/2**
N Small magical beast
Fiend Folio 22

KEY OF SPINECASTLE

As befits an item created by a group of wizards led by the greatest mage in the history of the Great Kingdom, the *Key of Spinecastle* has a legendary reputation. Fashioned before the final spires of Spinecastle were completed, no one is quite certain what it looks like, but most suspect it is a charm or other small device meant to be worn or carried. Scholars generally agree that the following description is probably the right one: a talisman composed of gnarled bone.

The key was presented as a gift to the first Marquis, Caldni Vir, along with a handful of lesser charms, such as the *Amulet of Spinecastle*, to aid him in the defense of the city. Aerdi mages believed that the site upon which Spinecastle stood was a mystical crossroads overlying a place of magic that could be both boon and curse to the keep. The *Key of Spinecastle* was designed to watch over that trapped pool of energy, passively allowing the wearer to control it, or if sufficiently skilled, tap its power and shape it to powerful effect. Perhaps the circle of standing stones erected by the Flan Hillmen ages ago worked much the same way, for it was said they were deeply attuned to the earth and its eldritch energies. No one knows for sure, as the powers of the key are not recorded. A few in Spinecastle and beyond know of its existence and would give everything for it.

Init +3; **Senses** darkvision 60 ft., low-light vision; Listen +2, Spot +2 (+10 in daylight)

AC 16, touch 14, flat-footed 13

hp 5 (1 HD)

Fort +2, **Ref** +5, **Will** +1

Spd 10 ft., fly 80 ft. (average)

Melee 2 claws +5 (1d3+1) and bite +0 (1d4)

Base Atk +1; **Grp** –2

Atk Option wounding

Abilities Str 13, Dex 16, Con 11, Int 2, Wis 12, Cha 7

Feats Weapon Finesse

Skills Hide +5, Listen +2, Search –3, Spot +2 (+10 in daylight)

Wounding (Ex): A wound resulting from a blood hawk's claw or bite attack bleeds for an additional 1 point of damage per round thereafter. Multiple wounds from such attacks result in cumulative blood loss. The bleeding can be stopped only by a DC 15 Heal check or the application of healing magic.

Tactics: Jhangle quaffs his potion of *greater invisibility* and opens the blood hawk cage. He blows on his signal whistle the following round, which enrages the blood hawks. They fly out of the cage and attack anybody in the room. Humans are the favored prey of blood hawks. They relentlessly attack until they are killed. Jhangle quaffs his *potion of haste* next and attempts sneak attacks on any elves in the party. If reduced to 10 hp or less he seeks escape through a nearby window (he knows how to open them) and attempts a DC 15 Tumble check to negate the falling damage.

CHAPTER 2: BLOOD SECRETS

Piecing all of the clues together means the PCs have learned that the Count's spy is being held in a secret area beneath the Temple of Hextor in the Civic Halls. The temple was once one of the many grand government buildings in this ward. The Hextorian church seized it after the siege, and over the years they have augmented it with funding provided by an anonymous source that most suspect is the North Kingdom. The alterations reflect their warmongering god's attitude—spiked metal plating riveted to the walls and spires that rise to barbed spearheads.

THE WINDS OF ACHERON (EL 9)

At the center of a large empty plaza stands a massive building of gray stone rising over a hundred feet into the air. At each of its six turreted corners statues of warriors with chipped features stand within fountains surrounded by fantastical creatures spraying blood into the air. Soldiers in dull black armor stand at attention near the entrance to the temple—a high arched opening with a huge iron-studded door of dark wood, the iron plate at its center shaped like a spiked gauntlet clutching a handful of barbed arrows. Occasionally dark robed figures bearing the same symbol on their vestments enter and exit the temple.

The "blood" in the fountains is a *permanent image* spell (Will DC 19 to disbelieve if interacted with; CL 11th). Each of the six sides of the temple is 90 feet wide. The inner areas of the temple are beyond the scope of this adventure, but should the PCs actually infiltrate it there are nasty traps and guardians within and approximately 40 clerics of Hextor of up to 15th level, as well as worshippers, bodyguards, and extraplanar visitors. The entrance is guarded at all times by six orc fighters from the ranks of Hextorian soldiers called Brothers of War (LE orc fighter 5; use the stats for a 5th-level hobgoblin fighter, *Dungeon Master's Guide* 117).

Anyone with business here wastes no time when crossing the wide-open plaza. It stretches nearly 200 feet in all directions from the nearest building and is empty but for a few temple visitors and priests.

Within the basin of the southern fountain, one of the flagstones at the bottom (Search DC 25) may be pried open to reveal a staircase chiseled out of the rock, descending northwest at a steep angle down 20 feet to a large bone-filled room.

Creature: Hextor has blessed his Spinecastle disciples with a powerful evil air elemental to guard the temple grounds. The creature is called the Winds of Acheron. It whirls through the plaza searching for loiterers and potential enemies of the faith. Anyone wearing a symbol of Hextor or in the company of one of the Hextorians is unmolested.

The Winds of Acheron, Greater Air Elemental: hp 201; AL NE; *Monster Manual* 96.

Tactics: The Winds of Acheron assumes whirlwind form immediately. It can pick up entire parties and drop them up to 60 feet in a single round. Dropped characters take falling damage (1d6 per 10 feet) and find themselves picked up and dropped repeatedly if they are unable to resist it.

Development: Sounds of combat draw the attention of the Brothers of War. If the PCs cannot defeat The Winds of Acheron in less than a minute, five of the temple

guards arrive to investigate while another alerts the others within the temple. Things can escalate beyond the PCs' abilities if this happens, so be careful how you run this encounter.

SECRET CHAMBERS OF THE HIGH SECRETARY FEATURES

The original purpose served by this area is unknown. Its existence has remained a secret taken to the grave by the former rulers of Spinecastle. The one room known by the temple occupants above (area 5) is assumed to be a disposal pit or storage area that the clerics have modified to suit their needs. They are unaware of the secret doors leading out of it.

Unless stated otherwise, each room and corridor is unlit. Ceiling heights are 10 feet. The walls and floors are made of smooth, tightly fitted stones. The doors are made of stone with good internal locks. They are all locked and show no signs of recent use. However, the doors that Onyx frequently uses (described below) are in good working condition with oiled hinges and locks.

Because of the sound damping effect of the stonework of these chambers, the DC of Listen checks is increased by 5.

Superior Masonry Walls: 90 hp per foot; Hardness 8; Climb DC 25.

Stone Door: 4 in. thick; hp 60; Hardness 8; Break DC 28; Open Lock DC 30.

1. FROZEN BARBARIAN (EL 9)

Stairs lead down into the southeast corner of a large chamber. Bones and tattered chain armor lie strewn about the floor along with a few dust-covered greataxes marred by dark stains on their tarnished blades. An arched opening in the opposite wall angles downward gradually into darkness.

The angled passage descends about 5 feet by the time it reaches the stone door to area 2. The bones are harmless skeletons of ancient Fruztii barbarians. They pose no threat to the PCs in their current state, but the cult Darkness at Midnight plans to animate them soon.

Creature: Hiding in the shadows of the sloping passage is an undead Frost Barbarian chieftain named Svorzh. Clerics of Darkness at Midnight sensed his undead resonance in an iced-over barrow outside of the city and freed him. In return, he aids them so long as he gets to destroy "southerners," i.e. men of the Great Kingdom (now North Kingdom). Though this isn't exactly what the cult has in mind, it is good enough for now. Svorzh guards this chamber from intruders while Onyx tends to his affairs in area 7.

SVORZH, WINTERSPAWN FROST BARBARIAN CR 9

CE Medium undead

Frostburn 161

Init +9; **Senses** darkvision 60 ft., Listen +12, Spot +17

AC 25, touch 15, flat-footed 20

hp 78 (12 HD)

Immune cold, undead traits

Fort +4, **Ref** +9, **Will** +10

Spd 20 ft.

Melee +2 *keen icy burst longsword* +15/+10 (1d8+9/17–20 plus icy burst) or slam +13 (1d6+10)

Ranged +2 *returning icy burst javelin* +13 (1d6+9 plus icy burst)

Base Atk +6; **Grp** +13

Atk Options Cleave, Improved Sunder, Power Attack, frost glance (DC 18)

Special Actions command undead 5/day (+2, 2d6+14, 12th), *fire shield*

Abilities Str 25, Dex 20, Con —, Int 12, Wis 15, Cha 14

SQ ice arms

Feats Cleave, Craft Magical Arms and Armor, Improved Initiative, Improved Sunder, Power Attack

Skills Appraise +1 (+3 with ice items), Craft (iceworking) +11, Diplomacy +4, Hide +20, Intimidate +12, Listen +12, Ride +15, Sense Motive +7, Spot +17

Frost Glance (Su) As a free action once per round, a winterspawn can blast a single foe within 60 feet with its frost glance. This deals 4d6 points of cold damage (Fortitude DC 18 half).

Command Undead (Ex) Five times per day, a winterspawn can rebuke or command other undead as a 12th-level cleric. As long as its minions are within 120 feet, a winterspawn

Jhangle

need not speak to command its slaves, directing them through mental contact.

***Fire Shield* (Sp)** At will, a winterspawn can create a *fire shield* on itself (CL 12th, cold flames only).

Ice Arms (Ex) A winterspawn's weapons are made of magical ice in razor-sharp crystalline shards. Its sword is a *+2 keen icy burst longsword*, and its javelin is a *+2 returning icy burst javelin*. A winterspawn also wears *+3 scale mail* made of ice. A winterspawn's armor and weapons otherwise resemble normal versions, but dissipate into vapor 24 hours after the winterspawn who created them is destroyed unless the item succeeds on a DC 20 Fortitude save.

Tactics: Svorzh activates his *fire shield* and then hurls his javelin at the nearest foe. He then closes with enemies bearing melee weapons, using Improved Sunder to destroy the weapons while blasting their wielders with his *frost glance*. If he takes more than half his hit points in damage he makes a fighting withdrawal to area 2, where he has already established control of the possessed chain and uses it to aid him in defeating his enemies.

2. DROWINING POOL (EL 9)

Stone doors at the top of short flights of stairs in each corner of this chamber provide entry into a large room dominated by a huge pit with smooth walls. A coil of heavy chain attached to a ruined winch bolted to the floor next to the pit appears to have once been used to lower and raise something into it by means of a massive pulley hanging from the fifteen-foot-high ceiling. The chain appears broken, and part of it dangles over the side of the pit.

Tall alcoves in the walls hold statues of emaciated humanoids pointing in scorn at the pit with one hand while holding lit torches in the other. Their eyes seem to flicker occasionally, watching everything, their mouths twisting scornfully.

The pit is 95 feet deep, the bottom 15 feet submersed in foul, brackish water. The walls of the pit above the water's surface are slick. A rusty iron cage just large enough to fit a single Medium creature lies at the bottom of the water-filled pit. A short length of chain is attached to the top of the cage, connected at one time to the chain that runs through the pully. The statues hold ornate iron everburning torches. *Permanent image* spells (Will save DC 19 to disbelieve if interacted with) on their faces make their eyes appear to blink, squint, and look around the room.

This room was used to torture creatures by locking them in the cage and submerging them in water. The victims usually drowned or died of exposure.

The doors exiting this room enter corridors that lead to areas 1, 3, 4, and 5.

A creature pushed into or falling over the edge of this pit may attempt a DC 20 Reflex save to avoid plunging 80 feet into the water. The fall deals 2d3 points of nonlethal damage and 4d6 points of lethal damage. Creatures in the pit must succeed on a DC 10 Swim check or sink to the bottom.

Creatures: A tortured victim that died in the drowning pool still lurks there,

having transformed into a mohrg. It poses no danger to the PCs unless they enter the water (see the *Dungeon Master's Guide* 92–93 for rules on underwater combat).

The vengeful spirit of another torture victim possesses the chain. It exists to inflict pain and death on all other living beings. Since an undead spirit possesses the chain, a cleric may turn or destroy it.

Mohrg: hp 91; *Monster Manual* 189.

Huge Animated Chain: hp 84; Hardness 10; constrict 2d6+7; AL NE; *Monster Manual* 14.

Tactics: When the PCs enter the room the possessed chain attempts to grapple the nearest target. It constricts its foe, then drops it into the pit with a successful grapple check. It repeats this tactic until destroyed or until all of the PCs have been dropped in the pit or killed. The chain can uncoil itself to reach any area in this room. It is approximately 110 feet long but is attached to the winch. Thus it may extend itself out of this room through open doors to attack foes, but is rooted to the spot.

The mohrg attempts to paralyze any PC that falls in the water. It then grapples them and after a successful pin attempts to force them into the iron cage. Once they are inside, it closes the door, which automatically locks.

Trap: The pit is a dangerous hazard for anyone falling or pushed in. The water is cold and murky and the smooth walls of the shaft are very damp (Climb DC 30). The cage is still a danger as well (see below).

Rusty Iron Cage: 1 in. thick; hp 30; hardness 8; Break DC 28; Open Lock DC 27 if closed.

3–4. EMPTY ROOMS

Several long tables along the walls and unlit torches in sconces are this room's only furnishings. Dust lies thick over everything, though footprints on the floor reveal that someone was here recently.

These rooms are nearly identical. Onyx left these footprints when he investigated the area a short time ago. Finding nothing of use, he has not returned. A DC 10 Survival skill check is enough to determine that the tracks were made within recent weeks. They indicate a single humanoid entered the rooms and searched along the walls and tables, then left.

5. CHAMBER OF BLOOD (EL 8)

A large iron grate in the high ceiling allows wan light to filter down into this circular chamber. The strong coppery smell of blood permeates the air. The bowl-shaped floor slopes downward to a great pool of slowly congealing blood. Emaciated humanoid corpses float motionlessly in the foul liquid. A vaguely humanoid-shaped, hunched metallic object protrudes from the center of the bloody pool amid the corpses. A five-foot-wide walkway circles the room, its surface flat and level.

The secret stone doors entering this room require DC 25 Search checks to locate from within the room. Once the door is found, it takes a second DC 25 Search check to locate the correct pressure point to push open the door, otherwise it takes a DC 20 Strength check to budge them. They pivot on a central axis and are airtight when closed. If not held ajar, they close on their own.

The ceiling is 20 feet high. The grate is of magically treated iron and opens into a sacrificial chamber in the lowest level of the Temple of Hextor directly above this room. A single torch in that room provides shadowy illumination here. It may be removed with a little work, but doing so from this room requires that the grate be bypassed. The priests of Hextor operate a winch that raises a platform beneath the pool of blood into the chamber above any time they need the services of the creature submerged there.

The sloped portion of the floor requires a DC 12 Balance check to cross to avoid a slip and fall into the 4-foot-deep pool of blood. For purposes of cover treat the bloody pool as a shallow bog (*Dungeon Master's Guide* 88).

Magically Treated Iron Grate: 2 in. thick; 120 hp; Hardness 20; Break DC 48.

Secret Stone Door: 2 in. thick; 30 hp; Hardness 8; Break DC 20.

Creature: The metallic figure in the pool is a blood golem of Hextor. It requires plentiful amounts of humanoid blood to maintain its continued existence. The Hextorian clerics frequently use the golem in their foul rituals, and keep it in here, soaking in the blood of their sacrifices, when they aren't using it. The corpses are the bodies of prisoners that the clerics tossed down to fuel the golem. The blood golem looks like a large hunch-backed humanoid figure encased in black spiked full plate armor standing 12 feet tall and 5 feet wide. Its arms end not in hands, but in gore-covered heavy flails. Metal tubes run in and out of its armor plating, originating from a pair of spheres on its back, which each contain a supply of blood it can draw on to heal itself. Its closed helmet looks like a skull-faced devil, which is recognizable as a popular likeness of Hextor with a DC 20 Knowledge (religion) check.

BLOOD GOLEM OF HEXTOR **CR 8**

LE Large construct
Fiend Folio 84
Init –1; **Senses** darkvision 60 ft., low-light vision, Listen +0, Spot +0

AC 26, touch 8, flat-footed 17
hp 130 (10 HD); **DR** 10/adamantine
Immune construct traits, magic
Fort +3, **Ref** +2, **Will** +3
Weakness blood dependency, rust vulnerability

Spd 20 ft. (can't run)
Melee 2 mwk heavy flails +13 (1d10+6/19–20) or 2 slams +12 (1d8+6)
Space 10 ft.; **Reach** 10 ft.
Base Atk +7; **Grp** +17
Special Actions blood siphon, whirlwind of death

Abilities Str 22, Dex 8, Con —, Int —, Wis 10, Cha 1
SQ blood reservoir, magic armor
Possessions *+1 spiked full plate armor*, 2 masterwork heavy flails

Blood Dependency (Ex) Because a blood golem constantly leaks its own vital fluid, it must absorb blood from other creatures to continue functioning. The golem loses 5 hit points per day, regardless of whether it is engaged in physical activity or merely stands motionless for the entire day. If the golem's armor is removed or destroyed, this loss increases to 10 hit

points per day. If the golem reaches 0 hit points from blood leakage, it is destroyed, leaving only its armor.

Rust Vulnerability (Ex) A blood golem's armor is vulnerable to rust attacks, such as from a rust monster or the *rusting grasp* spell. If its armor is destroyed in this manner, the golem's AC drops by 9 and it makes slam attacks instead of flail attacks. Once its armor is gone, the golem loses its blood reservoir, and it loses hit points to blood leakage at the rate of 10 hit points per day instead of 5.

Blood Siphon (Su) A blood golem can suck the blood out of a helpless creature or one that has died within the past hour, dealing Constitution damage at the rate of 1 point per full round. Every Constitution point lost in this fashion heals the golem 5 hit points. Both the golem and the victim must remain motionless during this process. Priests of Hextor often provide blood golems with bound or unconscious victims for this very purpose.

Whirlwind of Death (Ex) A blood golem can spin its upper body and cause its flails to rotate at high speed. This ability allows it to attack all creatures within its reach as if it had the Whirlwind Attack feat. In the round after the golem performs this maneuver, it can take only a single standard action or move action.

Blood Reservoir (Ex) The reservoirs in the golem's armor hold blood equivalent to 20 points of Constitution. The golem normally draws 1 point of Constitution from the reservoir every day to sate its blood dependency. It can draw blood from its reservoirs as a free action, and does so during combat.

Magic Armor This blood golem is encased in a suit of *+1 spiked full plate armor*. If the golem is destroyed, the armor can be reused for another blood golem, but it does not resize to fit other creatures.

Magic Immunity (Ex) A blood golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature. A *gentle repose* spell slows a blood golem (as the *slow* spell) for 3 rounds, with no saving throw. *Regenerate* restores 1 hit point of damage per caster level. *Horrid wilting* does half or one-quarter damage if the golem fails or succeeds on its saving throw, respectively.

Tactics: The blood golem stands from its crouching position and attacks anyone not wearing a holy symbol of Hextor. Any round it takes damage, it draws blood from its reservoirs to heal back 5 hit points as a free action. It can do this 20 times before its reservoirs are emptied. Thereafter, it siphons blood from the surrounding pool.

6. THE WRAITHS OF WAR (EL 11)

This large circular chamber is dominated by four heavy wooden thrones on marble blocks along the outer wall. A corridor in the opposite wall is the room's only other exit.

The ceiling is a dome 15 feet high at its highest point. In times past, this was a secret council chamber where petitioners addressed the men and women seated in the thrones. The adjacent corridor leads to area 7 where the High Secretary is with his captive.

Creatures: Humanoid figures dressed in full plate armor and draped in fine cloaks sit in each of the thrones. A gleaming longsword rests across each of their laps, gripped in their gauntleted hands. A lurid green glow pulses from the eyeholes of their great helms. These are sword wraiths, powerful undead beings that exist to do battle endlessly. These four were created from fallen Spinecastle officers suffused in pools of eldritch energy that Onyx discovered beneath Spinekeep. Darkness at Midnight plans to create hundreds more to further their malign goals, but the process takes time. The cult believes that there are many more pools of deep magic beneath Spinekeep. These sword wraiths are obedient only to Onyx and the other cultists of Darkness at Midnight.

SWORD WRAITH (4) **CR 7**

LE Medium undead

Fiend Folio 173

Init +5; **Senses** darkvision 60 ft., Listen +7, Spot +7

Languages Common

AC 22, touch 12, flat-footed 21

hp 32 (5 HD); **DR** 10/magic and slashing

Immune undead traits

Fort +5, **Ref** +3, **Will** +3

Spd 20 ft.

Melee *+1 longsword* +10 (1d8+7/19–20 plus 1 Strength damage)

Base Atk +5; **Grp** +8

Atk Options Cleave, Power Attack

Combat Gear *potion of bull's strength*

Abilities Str 17, Dex 13, Con —, Int 11, Wis 13, Cha 8

SQ +2 turn resistance

Feats Alertness, Cleave, Improved Initiative, Iron Will, Power Attack, Quick Draw, Weapon Focus (longsword), Weapon Specialization (longsword)

Skills Climb +1, Hide +3, Jump +1, Listen +7, Move Silently –1, Ride +5, Spot +7

Possessions combat gear, *+2 full plate, +1 longsword, cloak of resistance +1, ring of protection +1*

Development: Sounds of combat here automatically alert Onyx in area 7 (see his tactics for how he prepares).

7. THE HIGH SECRETARY AND THE SPY (EL 12)

A winding series of steps descends into a large cathedral-like chamber of dark red stone supported by thin fluted columns of forest green marble streaked with silver. Flames spaced around a ledge light a domed ceiling overhead. A huge mosaic there depicts Spinekeep in all its grandeur with a magnificent orange and purple sunset behind it. A polished wooden platform under the dome supports a long torture device—a rack. A bruised and blood-encrusted man lies stretched out atop the rack, his ankles and wrists held securely in rusty iron manacles. At the corner of the platform a second figure rests atop a long oilcloth blanket. It appears to be the remains of a dead human warrior.

This room is quite grand, as its dome reaches a height of 30 feet. It once served as a secret assembly hall for Spinecastle's lords. Onyx (aka Wyrnan Korch) has taken the time to clean the room and get rid of the vermin he found here when he first discovered it.

Creatures: Onyx is in this room and most likely hidden if he is aware of the PCs' approach. Before their arrival he was cleaning the tarnished breastplate on the human corpse laid out on the oilcloth blanket while he took a break from torturing Hobar. The spy clings tenaciously to life though his body is wracked with pain. Because of Onyx's duties as High Secretary, he has been unable to spend as much time on Hobar as he would like. He has managed to learn of the Count's emergency contact measures and of the spy's hidden journal that contains leads on the location of the *Key of Spinecastle*. Jhangle and his crew were hired to find it, but have proven unreliable so far.

Hobar the Spy, male human rogue 5: hp 25 (currently 2), Int 12, Cha 14, Gather Information +13, Knowledge (local) +9, Investigator feat.

ONYX, AKA WYRNAN KORCH, HIGH SECRETARY OF HEXTOR **CR 10**

Male human rogue 5/assassin 5
NE Medium humanoid

Init +9; **Senses** Listen +8, Spot +9
Languages Abyssal, Common, Draconic, Giant, Gnoll, Goblin, Orc

AC 21, touch 15, flat-footed 16; improved uncanny dodge
hp 47 (10 HD)
Fort +4 (+6 vs. poison), **Ref** +14, **Will** +4; evasion
Spd 40 ft.
Melee +1 *rapier* +12/+7 (1d6+2/18–20 plus poison) or
dagger +11/+6 (1d4+1/19–20)
Ranged mwk hand crossbow +12 (1d4/19–20 plus poison) or
dagger +10 (1d4+1/19–20)
Base Atk +6; **Grp** +7
Atk Options sneak attack +6d6
Special Actions death attack (DC 17)
Combat Gear *potion of cure moderate wounds* (2), *potion of fly*, *potion of haste*, *potion of invisibility* (2), shadow essence poison (2 doses)
Spells Known (Caster Level 5th):
2nd (3/day)—*alter self*, *cat's grace*, *invisibility*
1st (4/day)—*disguise self*, *feather fall*, *obscuring mist*, *true strike*

Abilities Str 12, Dex 20, Con 13, Int 14, Wis 12, Cha 15
SQ poison use, trapfinding, trap sense +1
Feats Combat Expertise, Improved Feint, Improved Initiative, Persuasive, Weapon Finesse
Skills Bluff +14 , Climb +4, Diplomacy +11, Decipher Script +5, Disable Device +9, Disguise +9 (+11 acting), Escape Artist +10, Forgery +5, Gather Information +9, Hide +13, Intimidate +10, Jump +13, Knowledge (local) +7, Knowledge (nobility and royalty) +3, Knowledge (religion) +4, Listen +8, Move Silently +11, Open Lock +12, Search +7, Sense Motive +6, Spot +9, Tumble +12, Use Magic Device +7, Use Rope +5
Possessions +1 *light fortification mithral shirt*, +1 *rapier*, 2 daggers, masterwork hand crossbow with 10 bolts, *amulet of natural armor +1*, *boots of striding and springing*, *cloak of resistance +1*, *gloves of Dexterity +4*, *mask of deception*, *vest of Charisma +2*, everburning hooded lantern, flask of acid, noble's outfit, shadow essence poison, silver holy symbols of

Nerull and Hextor, masterwork thieves' tools

Poison The bolt loaded in Onyx's hand crossbow and his rapier are coated with shadow essence poison—Injury, Fort DC 17, initial damage 1 Strength drain and secondary 2d6 Strength damage.

Tactics: Onyx casts *invisibility* and picks out the least armored PC to observe for 3 rounds in order to execute a death attack. He then drinks his *potion of haste*. He uses Bluff attempts to feint in combat so as to inflict sneak attack damage.

Development: The human remains are dressed in a tarnished breastplate and a ragged bloody tunic. They belong to Alain of Ratik, the missing husband of Archbaroness Evaleigh of Ratik, daughter of the Count of Knurl. They were recently purchased from the Black Moon Gnolls who had kept them as a trophy after waylaying Alain and his raiding party in the Kalmar Pass north of Spinecastle a few years ago. An examination of the remains reveals a hand clenching a lightning bolt in relief on the ruined breastplate and faded house symbols on the tunic. Characters succeeding on a DC 10 Knowledge (religion) check recognize the hand and lightning bolt as the holy symbol of Heironeous. Survivors of the raid thought Alain was consumed by the gnolls during the attack. Darkness at Midnight plans to transform and reanimate his corpse as an undead general, a mocking figure to lead their future army of sword wraiths and barbarian undead against the lands of men.

CONCLUDING THE ADVENTURE

If the PCs were resourceful enough to locate the kidnapped spy and liberate him from the clutches of High Secretary Korch, Hobar wants to remain in Spinecastle and attempt to salvage something from the disaster. When the PCs tell him the Count sent them, they should have no trouble gaining the spy's trust. He sends a detailed account of his latest intelligence back with them to Count Dunstan in Knurl (written in code, of course). If his cover is blown, he returns with the PCs to Knurl and reports in person. Thereafter he helps the Count set up a new network in Spinecastle, possibly seeking the help of the PCs if they are interested in furthering Count Dunstan's cause.

Count Dunstan also delivers the reward agreed upon during the PCs' initial interview. If the party learned the identity of the remains of Alain of Ratik found in the High Secretary's secret lair, Count Dunstan wants them escorted to his daughter in Marner, capital of Ratik, so they can bring the news to her.

Count Dunstan or his daugher gladly funds a second covert operation into Spinecastle to prevent the cult from actually finding the *Key of Spinecastle* and raising an undead army. They already have the *Amulet* and may find the *Key* if given enough time. These hooks can lead to new adventures and unexpected twists as the PCs come into direct conflict with the Cult of Darkness at Midnight and the other denizens of Spinecastle.

APPENDIX: SPINECASTLE

The walls and spires of the greatest fortress in the storied history of the Great Kingdom have cast a long shadow across the land. Where humanity once thrived and ruled with wisdom, Spinecastle is now a place of despair and ruin, overrun and occupied by armies of savage tribes. Humanity is downtrodden, enslaved, and the once-proud culture of Bone March has been turned on its head.

The vast castle complex was built on the northern frontier of civilization centuries ago to guard the south against barbarian incursions from the cold lands. However, thirty winters ago, the unthinkable happened: the mighty castle fell and the city was sacked. Many tumultuous years have passed since that calamity and a host of monstrous warriors drawn down from

the nearby mountains now occupy the broken city beneath the looming keep. Spinecastle is home to a nefarious cast of characters and adventuring opportunities abound. Only the isolated county of Knurl far to the south remains under the tenuous control of the last of Bone March's nobility.

Spinecastle (small city): Monstrous; AL LE (CE); GP Limit 15,000 gp; Assets 750,000 gp (not including Spinekeep); Population 7,000+ (varies seasonally); Integrated (Orc 30%, human 25%, gnoll 15%, goblin 8%, half-orc 7%, hobgoblin 5%, halfling 4%, gnome 3%, other 3%).

Authority Figures: **Merogak**, LE male orc fighter 10 (Speaker of the Chiefs), **Argwur "Dead-Eye,"** CE male orc cleric of Gruumsh 8/eye of Gruumsh 2, **Hyrian Drogg**, CE male half-bugbear cleric of Erythnul 15, **Borgamoz the Gnoll Champion**, CE male gnoll barbarian 11.

Important Characters: **Rodigur Grehn**, CN male fighter 2/rogue 6/sorcerer 2 (human bandit-kingpin), **Gastiona Lod**, NE female human rogue 7, **Siderius**, NE Male human wizard 17, **Sir Minar Syrric**, NE male human death knight bard 12/fighter 3, **Olyra Sennox**, LE female human cleric of Hextor 12 (High Priestess of the Temple of Hextor).

Temples: Hextor, Erythnul, Incabulos, Orc Pantheon, Yeenoghu, Pelor (hidden shrine), Trithereon (hidden shrine).

OVERVIEW OF THE LAND

Spinecastle was once the capital of Bone March, a sparsely populated northern frontier of the former Great Kingdom situated between the mountainous peaks of the Rakers to the north and the Blemu Hills to the south. It was established centuries ago as a buffer state against the northern barbarians (or Fruztii). Its capital, with its massive fortress, became the most prosperous city in the March, benefiting from southern trade through the Kalmar Pass to the Archbarony of Ratik and beyond.

The fall of Spinecastle changed all that. Ratik is still in the hands of humanity, and these rugged highlanders and their dwarven allies maintain a constant watch on the city of Spinecastle. Ratikhill, near the border, has been an armed camp ever since.

Bone March was originally divided into nine provinces dotted with villages and small forts all connected by a well-built system of roads. Johnsport on the coast and Knurl to the south were the only other major settlements. Today, only the independent County of Knurl survives under human control. None of the other principalities endures and the road system has fallen into disrepair. Johnsport is a pirate haven, and the rest of Bone March is carved into armed camps and raiding territories dominated by humanoid tribes and bandits. Ghost towns such as Cadmil, Lurglen, and Harrodfort are all-too-frequent parts of the landscape. A few gnome and dwarven enclaves survive, primarily in the hills, as well as dominions carved out by mysterious personages new to the march, such as the dread Lord Monduiz.

While Bone March was never rich, it was reasonably prosperous. Today, the March is depopulated and its industries mostly abandoned. Slavery is common and often the only reliable form of labor. Mining and fishing continue, but that which is not under the control of gnomes or dwarves is harsh and backbreaking work conducted under the worst of conditions. The savage humanoid tribes initially thrived on raiding human settlements, but that source of easy pillage has long since been picked clean. They must now barter for the things they want or raid farther afield. Many parties still conduct trade in the march, primarily at Spinecastle or Knurl, but only at great peril.

THE PEOPLE OF SPINECASTLE

The citizens of once-proud Spinecastle are shadows of their former selves. Three quarters of the former human and demihuman population died in the transition and most of the survivors wish they had joined them. The majority are slaves, forced to work in the city for harsh taskmasters. Those with valuable skills garner better treatment, but most can expect years of extreme drudgery ending in a gruesome death. Some slaves are destined to be consumed like cattle.

NEW ITEM: MASK OF DECEPTION

This silver mask fits over the face of any humanoid creature. It depicts a smiling visage with androgynous features—high cheekbones, narrow nose, full lips, and a strong chin and brow. Its surface is polished to a mirror-like sheen. While worn, a *mask of deception* provides a +5 competence bonus on Bluff checks.

Faint transmutation; CL 3rd; Craft Wondrous Item; creator must have 5 ranks in Bluff; Price 2,500 gp; Weight 1 lb.

Free humans in Spinecastle, on the other hand, come in two general varieties. The first are bandits, thieves, and unscrupulous traders who have come to various accords with the savage humanoids (notably the orcs). Many humans call them traitors and soulless profiteers that care for nothing but hard coin. The second group is primarily visitors, transient ne'er-do-wells and adventurers seeking profit or sport (most attracted by legends surrounding Spinekeep). Those maintaining a low profile can usually avoid the wrath of the city's overseers.

Below are details on the most prominent tribes in Spinecastle. Together they have taken bones crossed on a field of blood as their symbol, though they also have individual standards. Each tribe has its own agenda, some which is secret.

The Bloody Eye orcs represent the single most powerful tribe in Spinecastle. After regaining power from the gnolls three years ago, their goal is to rebuild the city and "civilize" it in orcish fashion. Their tribal leaders are heavily involved in politics and figure prominently in the local Church of Hextor, though many faiths are followed (with the possible exception of the Cult of Erythnul, whose following in Spinecastle is at odds with the Hextorians). The chiefs of the Bloody Eye tribes are believed to be allies of Grenell of the North Kingdom. Though harsh taskmasters, the Bloody Eye protects the slave population from being wantonly killed or eaten much the way a farmer protects valuable livestock used for labor, though it still sometimes

SCALING THE ADVENTURE

"In the Shadows of Spinecastle" is designed for a group of four 9th-level characters, but with a little work it can be adapted for use by 7th–8th-level characters or 10th–11th-level characters. Adjust all NPC character levels up or down as appropriate by a number equal to that which the average party level of your group deviates from 9. Remember to add or remove equipment from each NPC with character levels as appropriate for their level.

7th–8th-level parties: Reduce the character levels of Death's Harbingers or simply remove Toku from the group, perhaps replacing him with 2 or 3 standard ogres. Use a huge air elemental for the Winds of Acheron. Replace the mohrg with 4 lacedon ghouls hiding in the water. Remove one or two of the sword wraiths.

10th–11th-level parties: Replace Toku with 1 ogre magi and two or three standard ogres. Add one or two goblin rogues to each room in the Home of the Spy where they are encountered. For 11th-level parties use an elder air elemental for the Winds of Acheron. Add one or two spectres to the blood golem encounter—the unrestful spirits of prisoners fed to the golem. Replace the mohrg in the water-filled pit with a drowned (*Monster Manual III*).

happens. Bloody Eye warriors maintain the watch on the city gates and patrol the city (see red-cloaks, below).

Meanwhile, the gnolls of the Black Moon revel in warfare and violence. They wander the city in gangs led by their strongest warriors, sometimes with leashed packs of hyenas. Black Moon sends patrols into the Kalmar Pass and outskirts of Spinecastle, as they consider it their purview and have lost many warriors in battle against the Ratikmen. The Bloody Eye orcs also send their own patrols, which occasionally vanish. The gnolls feign innocence, and because the orcs cannot prove the gnolls are responsible, they have not retaliated. Black Moon used to have the mantle of leadership in the city in alliance with the Flinds, but now play a secondary role. They have no love for Spinecastle and its ways, but remain here as a thorn in the side of the orcs. Black Moon owns a number of slaves, but unlike the orcs they also maintain a breeding stock used purely for food.

The Weeping Dark goblins once numbered in the thousands, but were massacred during the siege of Spinecastle, as they were tasked with the frontal assault of the keep's outer defenses. Though their numbers slowly increase each year, they have been forced into the role of menial laborers and servants. A few of them are aware of Rodigur Grehn's slave smuggling operation and have kept silent in return for various favors. Some of them are known to act as spies for distant hobgoblin tribes that are rivals to the leaders of Spinecastle. The goblins usually travel in groups for their own protection, scurrying quickly to their destinations to avoid trouble.

RED-CLOAKS

The closest thing Spinecastle has to a "city watch" are the red-cloaked orcs of the Bloody Eye (NE orc fighter 5). These are experienced, veteran members of the orc army whose forefathers were victorious in taking the march. They claim a direct line to the warriors who stormed the throne room in Spinekeep and put its leaders to the sword. The orcs tore down the crimson curtains lining the Great Hall and wore them as cloaks—a sign of their victory—emerging from Spinekeep to thunderous cheers.

The red-cloaks now maintain the gates to the city and are headquartered in the all-important Grand Gatehouse, where they guard the way to the Kalmar Pass and the keep. They demonstrate an unusually strong esprit de corps and are difficult to fool.

SPINECASTLE MAP KEY

Spinecastle can be divided into two distinct parts. The most dominating feature is the fortress itself, referred to as Spinekeep. Built into the sides of looming mountains, the keep straddles the Kalmar Pass and completely dominates the northern approach. The only access to the city from this direction is through the massive Grand Gatehouse, which joins the east and west sides of the keep. This structure has been dubbed Telchur's Maw due to its 24-foot-wide and 100-foot-long oval passage. It is the last and by far the largest in a series of gates that seal up the pass and protect against invasion. Most of the smaller gates are abandoned, but the Maw remains strategically important. It is manned day and night by a phalanx of orcs who remain on constant guard. Visitors may pass through the gate freely upon payment of a "tax" (1 sp per person typically, more for horses and wagons). Savage humanoids are not taxed, although large and/or well-armed parties are always challenged about their business in Spinecastle. Passage through the Maw is the easiest way to gain access to the keep complex, but if the orcs suspect that is the intention, they charge groups 1 gp per person or more, if they can get away with it.

The rest of Spinecastle consists of the low city. From both ends of the sprawling keep complex extends a massive 30-foot high wall that arcs to enclose a municipality divided into a half-dozen wards. The legacy of the invasion has wrought many changes in the city. The outer wall is now pierced and broken in many places, though those gaps have been filled with high piles of rubble. The main roads remain clear, if in ill repair. Two main gates allow passage to the city from the south: the Western Gate, also known as Wenta's Arch, which opens onto Manshen Road, and the Eastern Gate, also known as Atroa's Arch, which opens onto Vir Road. Both gates are manned by the red-cloaked orcs of the Bloody Eye. The entrance "tax" to Spinecastle from either of these gates begins at a copper piece for a man on foot. The guards observe even small parties of humans carefully on their approach to the city, and do not hesitate to deny access to anyone that looks suspicious.

TRADER'S WARD

Upon entering the southern gates of Spinecastle, a visitor is confronted with

the large Trader's Ward dominating the city between the two main arteries, Manshen Road and Vir Road. It is a crowded, bustling district largely given over to human bandits and brigands who frequent the city. Most of these men show little remorse for doing business with the current overlords. For that reason the Trader's Ward is furtively called the "Traitor's Ward" by the city's slave population. The best-stocked shops in town can be found here. Much of the ward is a place of rickety warehouses, stables, and wagon yards. Taverns and brothels have sprung up like weeds to cater to the rough clientele. While orc patrols wander these streets from time to time, it is one of the safest parts of the city for humans to visit.

VICTORY GARDENS

By all accounts the Victory Gardens were once the most beautiful place in the city, possibly the most striking place in the entire northern Great Kingdom. Large open spaces were interspersed with trees, flowerbeds, and reflecting pools to create an ethereal place of peace. Its lantern-lit paths were open to all of Spinecastle's citizens. At the center of the park stood a large statue-lined plaza frequented by orators and poets. Yet now, these past wonders are gone, replaced by hovels and gladitorial pits.

CIVIC HALLS

North of the Victory Gardens, across an expansive courtyard, stand the decorous former halls of governance of Spinecastle. These impressive stone and marble buildings lined with fine cobbled streets once included the Lord Mayor's Hall, the Courts of the Judges, and the Imperial Counting House. They have long since been looted and turned into individual tribal headquarters. The courtyard in front of the Lord Mayor's Hall has become the semi-regular meeting place for the tribal councils. These conclaves are usually held when Luna is in her full glory. At these events, a great bonfire is lit in the former courtyard and the revelry is profane and violent. Chiefs of tribes from the whole of Bone March gather once a year when both moons are full. These affairs can last a week and sometimes result in upheavals in the delicate ruling coalitions.

THE CANDLE WARD

The Candle Ward, located between Manshen's Road and the Whisperstream, was once the hub of Spinecastle's learned classes. During its heyday, it was a lively warren of small streets and alleys, lined with shops, bookstores, schools, and houses of apprenticeship. It gained its name from the candles seen burning at night from windows of numerous scribes and artists who worked in the ward. Of course, little of this culture is in evidence now. Large swaths of this ward were put to the torch following the invasion, and the greedy fire consumed building after building. Today the Candle Ward is mostly home to rag-tag groups of goblins, bugbears, and ogres under the employ of the orcs or bandits of the city.

HIGH WARD (THE HEIGHTS)

Once home to Spinecastle's minor nobility, monied classes, and other lofty individuals, the lands rising from the west bank of the Whisperstream to the foot of the mountains were called the High Ward. "The Heights" as they were colloquially known, contained grand homes, temples, schools, and even a college of bards between its wide, paved, and lantern-lit avenues. When Spinecastle was breached and the ways out of the city blocked, it was in the Heights that most of the citizens of Spinecastle made their last stand. The ensuing siege of the High Ward continued for a week. The defense of the citizens there was valiant, and despite word of the fall of Spinekeep, they fought on desperately hoping for succor from Ratikhill. However, their defenses were eventually overwhelmed by the massed creatures and the ensuing slaughter was terrible. It is still commemorated by the slaves of the city as the Night of Blood Reckoning.

THE ROUST WARD

The Roust Ward is the largest quarter, covering most of Spinecastle's eastern precincts, from the Vir Road to the eastern wall. It was once home to the families of Spinecastle's stout defenders and its middle class citizens. The majority of the ward is home to the Black Moon Gnolls. They have no permanent headquarters as such, but roam amongst a couple dozen buildings under their control. Many of the gnolls spend time hunting outside the city, sometimes going far afield, but usually return to socialize and mate. Unlike areas controlled by the orcs, there are few patrols here—"might makes right" is the law of these streets. There is a very high turnover in population in this ward and even the dead are rarely left unmolested. It is by far the wildest and most unpredictable part of the city.

1. THE VIRDIAN GUILD BLOCK

Occupying an entire square block in the Trader's Ward is an organized union of teamsters and merchants that ply their trade in neighboring kingdoms such as Ratik, North Kingdom, and even across the mountains into the Pale. Most of the union members are human, but a few half-orcs and halflings round out their numbers. They are tolerated and given free reign to come and go by virtue of their ability to obtain goods that the other residents could never hope to obtain through peaceful trade. The guild is led by a native of Bone March named **Rodigur Grehn** (CN male human fighter 2/rogue 6/sorcerer 2). He has cultivated an impressive network of contacts throughout the northeastern Flanaess to keep a steady supply of food, equipment, and other goods coming into Spinecastle. Grehn is always looking for skilled teamsters and caravan guards who are willing to risk the dangers of Bone March.

DM's Notes: The union hall at the center of the Viridian Guild Block is home to Grehn and his closest associates. It is also the base of operations for a clandestine thieves' guild led by Rodigur himself. The guild is made up almost entirely of humans since trusting the other races in Spinecastle might jeopardize their operation. Unlike in most cities, Rodigur's guild has a beneficent reputation, as it is focused mainly on smuggling slaves

out of Bone March. Though he follows Trithereon, the Pelorian churches in Knurl and Ratikhill both secretly fund Grehn's operations and provide bodily aid when they can. Rodigur is deeply troubled by the recent abduction of one of his union members named Hobar since the man acted as an intermediary between him and his supporters in Knurl. He knows that if a hint of his secret activities got out, his life and guild would be destroyed.

2. THE LISTING TOWER

This battered tower was struck by an errant catapult stone during the siege of Spinecastle. Easily spotted in the Trader's Ward, the four-story structure gets its name from the drunken way it lists precariously to the side. Thick timbers propped against the tower prevent it from collapsing the rest of the way. It looks ugly, but is in fact fairly stable. The windows are kept shuttered at all times and the thick wooden doors locked. Since the disappearances of curious individuals nosing around the place years ago, the Listing Tower is given a wide berth by almost everyone. Occasionally, orcs can be spied entering the building, often carrying crates or sacks of goods, suggesting some sort of arrangement with the person living there. The scuttlebutt is that a mysterious human wizard occupies the ruin. Occasionally a hooded man can be seen exchanging gold or other precious goods with visitors in the shadows of the front door for small items that are quickly stuffed in a pocket or under a cloak before hustling away.

DM's Notes: An Aerdi mage from the former Great Kingdom fled to Spinecastle nearly a decade ago and this tower became his residence. His real name is **Siderius of Atirr** (LE male human wizard 17). Siderius hides his true power cautiously, certain that if the locals suspected his real abilities, they'd have his tower toppled around him. Siderius often summons extraplanar creatures to aid him or provide answers to research questions. Anyone breaking into the tower may not live long enough to regret doing so, but if approached carefully, he may be willing to bargain.

3. THE PITS

This section of the Victory Gardens has been transformed into a series of gladiatorial pits, its former enticements trampled under the heavy boots of occupying armies and ghoulish spectators. Most of the trees have been destroyed. Slaves and captured warriors are forced to fight fearsome beasts, monsters, or bloody-minded humanoid opponents for the amusement of the city's new occupants. These bloodsports are the most popular form of entertainment in Spinecastle, and wagers are often placed on the outcomes.

4. THE LORD MAYOR'S HALL

This two-story building housed the offices of the Lord Mayor of Spinecastle, appointed by the ruling Marquis to oversee the day-to-day activities of the city. A large rectangular courtyard fronts it, over 100 feet wide and twice as long. Currently, the orcs of the Bloody Eye tribe have the run of this hall. It is within this building that they conduct business or entertain petitions (i.e., accept bribes). Those approaching the hall are challenged before they finish crossing its courtyard. If the nature of their business is found worthy they are allowed to pass.

DM's Notes: There is little of value left within these walls. The orcs maintain the facade of a real government, including supporting petty bureaucrats and courtiers, some of which are even humans dragooned into the work. The Speaker of the Chiefs has offices here, but Merogak is usually in his tribal compound in The Heights. There is a wealth of knowledge stored in these buildings, including tomes thought lost forever in the Great Fire of Eastfair. Inducements to the right individuals can earn an interested party access to these records.

5. TEMPLE OF HEXTOR

The new home of the God of War in Spinecastle rests in the former Houses of Law. **Olyra Sennox** (LE female human cleric 12 of Hextor), the current High Priestess, is a cold-hearted woman with no tolerance for anything but brutal perfection within Hextor's ranks. She is aware of recent plots against her priests by the Erythnul cult, but does not feel that they are worth her concern, as their disorganized ranks will most likely collapse by themselves. She has been irritated with the threat to her authority represented by High Secretary Korch. She would love nothing more than to have him impaled on the highest spire of the temple, but his credentials as the handpicked representative of the North Kingdom prevents her from doing so.

6. BLACK GAUNTLET TAPROOM

See page 29.

7. MAGE'S CONCLAVE

Arguably the most important place in the candle ward was the home of Spinecastle's small but accomplished society of wizards and sorcerers. During the first night of the siege, it suddenly imploded. The monstrous humanoids that were surrounding Spinecastle possessed nothing that could have reached these walls. Many suspect that sabotage befell its inhabitants or even that a traitor lived among their ranks. Only a handful of the mages survived, though most of those later perished in the defense of the Heights. The library of the building was not completely destroyed and many useful non-magical tomes can be found strewn around the area if one is willing to look. This ruin is haunted by strange lights and emanations, and more than one lone straggler has disappeared here.

8. THE HAG'S TEAT

This sorry excuse for a pub caters to goblinoids and various half-breed thugs and bandits. Once a two-story home, several walls have been knocked out to expand the common room with shoddily built add-ons extending from either side of the building. A profane and thankfully well-weathered painting hangs near the front door, giving the place its name. The owner of the pub is a mongrelfolk named **Saargaard** (CN male mongrelfolk fighter 2/rogue 4). Raised by goblins, he isn't exactly sure what he is. His grayish skin and sharp incisors suggest something other than human in his family tree.

9. HOME OF HOBAR THE MERCHANT
See page 32.

10. RUINED TEMPLE OF PELOR
This glorious house once stood proudly among the homes of Candle Ward. All that remains are tumbled pillars and half-collapsed walls covered in orc and goblin graffiti.

11. LOD'S ESTATES
Spinecastle's most powerful bandit kingpin, **Gastiona Lod** (NE female human rogue 7) is an unscrupulous woman who will trade anything or anyone for the right price. She runs a large enterprise and employs many personal guards. Her estate in the Heights is well-defended and her hands are all over numerous businesses in the city, including some who pay her just to stay out of their affairs. Much of her commerce is with orcs, but she also has gnolls on the take. Gastiona is considered Spinecastle's biggest bookmaker and her agents do a lot of business at the Pits. It is said she never loses a bet she personally makes. "Betting against Lod" is a local term for extremely poor odds.

12. MANOR OF THE BLOODY EYE
Three large estates in the center of the Heights have been barricaded with a crude but effective wall to create a well-defended compound. For almost three decades, the Bloody Eye tribe has ruled large parts of Spinecastle from these headquarters. The orcs employ more than a hundred slaves in this compound, a majority of them human. The orcs both despise and envy human civilization and use their slaves to free much of their lives for governance, the military, and somewhat surprisingly, commerce. They also keep strange pets and hold a variety of physical contests.

Though Merogak the Cunning speaks for the Bloody Eye, he is only one among a half-dozen chiefs who hold some power within the tribe, almost all of which have a steading in this compound. These aspiring orc leaders are constantly vying for influence and repositioning themselves for dominance, making this manor a hotbed of what passes for intrigue among the orcs.

DM's Notes: The many treasures these orcs have gathered since sacking the city are kept in this manor in the most central building in the compound, a three story stone manor that is very well guarded. Slaves who have once labored in the compound are probably the best source of intelligence about its ways.

13. THE LADY OF LILACS
Many years ago an old crone calling herself the Lady of Lilacs came to Spinecastle and ingratiated herself with some of the tribal leaders who held sway at the time. She was allowed to open a small alchemy shop and did so well with it that after only a year her reputation was good enough to move her operation to a run-down manor in the Heights.

Business continues to boom for the "Lady." Oddly, though, nobody in the city can describe her the same way after meeting her. Some say she is a frail old spinster, others remember her as a horribly bent old crone with tusks. About

the only thing they have in common is that she is a venerable female with a cane. Her shop is dimly lit and dark curtains cover the windows. Signs around her home state "Beware of Dog" in large letters and various languages. From the volume of its growls, the dog is quite large and vicious, though it has never actually been seen. Her dog is always shushed away into a side room while she conducts business.

DM's Notes: The Lady of Lilacs owns or can make any alchemical item found in the *Player's Handbook*. Her goods cost 50% more than normal. The Lady of Lilacs is actually a night hag assassin named **Fiora of Deadly Nightshade** (NE night hag assassin 10). Aside from her regular concoctions, she can produce any of the poisons in the *Dungeon Master's Guide* and some of those found in *Book of Vile Darkness*. Very few beings know her true identity. Those that employ her as an assassin know her price is always living souls. When not working in her alchemy lab, Fiora spends her time dream-haunting some of the thousands of evil beings that fill the city. Sharing her home is her trusted companion and "guard dog," a canoloth named Nibbles (*Monster Manual III* 200).

14. THE SILENT SPARROW

The Sparrow is the most infamous establishment in Spinecastle. Its location in the Heights beneath the walls of Spinekeep provides the best view of the city. It was founded almost a dozen years ago by a newcomer to Spinecastle calling himself Cyric Eversong. This black-cloaked, highly charismatic stranger purportedly paid the orcs handsomely for an abandoned bardic college. The Silent Sparrow is now a huge inn and tavern, accommodating over a hundred guests in its upper three stories. It is also the best place to take in the local color and scuttlebutt. Without a doubt, the Sparrow serves the best fare in Spinecastle. Its food and drink are as fine as any establishment in the former Great Kingdom. How Eversong manages to provision the place in the city's current state is unknown. He is scarcely around to answer such questions anyway, as the proprietor is only spied on rare occasions. He inhabits a tower attached to the main building that was once the abode of a grandmaster of the old lore. Eversong is sometimes seen in a private balcony taking in the atmosphere and silently enjoying the live entertainment from his perch high above the taproom floor. The day-to-day manager of the Sparrow is a striking half-elf woman and former songstress named **Ayenna** (N female half-elf bard 8) who owes some unknown debt to Eversong.

DM's Notes: Cyric Eversong is in reality Sir Minar Syrric, an undead warrior bard (LE male human death knight bard 12/fighter 3). He was cursed as a death knight to walk Oerth and has wandered the lands of the former Great Kingdom ever since. Eventually Syrric was drawn to Spinecastle, where he has made the Sparrow his home. He has never spoken of his true goals, but it likely has much to do with his undead nature. The Silent Sparrow has many other secrets, but perhaps its most important is that

it hides one of the very few direct ways into Spinekeep via an underground passage from its cellars to the old south chapel in the keep complex. Only a few know about it, and certainly not the orcs and their kin, since it avoids their gatehouse and guards.

15. THE SLAUGHTERHOUSE

In a city full of dark superlatives, this place may be the worst. The stench permeating the streets from this building is so awful as to be almost sublime. This warehouse is the destination for most of the sheep and cattle brought to Spinecastle, where they are crudely butchered and put onto carts for redistribution around the city. Hygiene is not a top priority here. Most of what walks into the Slaughterhouse is four-legged, but not exclusively so, as slaves and prisoners often disappear within these walls as well. The gnolls that labor here take ghoulish pleasure in their work and are managed by an old flind named **Quer'enz** (NE male flind fighter 8; *Monster Manual III* 62).

DM's Notes: Many of the residents of Spinecastle are fed from this slaughterhouse. While there is little of monetary value here, the slaughterhouse has strategic importance.

16. TEMPLE OF ERYTHNUL

The largest structure under construction in the Roust Ward is the new temple of the god Erythnul. The Erythnulites want to found a new order in Spinecastle; one that does away with tribal allegiances and collaboration with interfering outside faiths and factions. His faithful are drawn from all ranks, including savage humanoids, humans, and half-breeds. They believe savage humanoids and those "of the blood" should unite to drive the unworthy not only from their land, but from all lands. They are in favor of immediate warfare against Ratik and Knurl.

The driving force behind this movement is a charismatic priest known as Hyrian Drogg. He founded the cult almost ten years ago, but after repeated exile from the city, found a willing ear among some of the gnolls of the Roust Ward. His following has grown sufficiently to make the construction of this large, crude temple possible.

DM's Notes: A clandestine war has broken out between the followers of Erythnul and Hextor in Spinecastle. The war usually takes the form of assassinations and ambushes, though theft and arson are also common. Occasionally, a Hextorian is captured and sacrificed in a ghastly, bloody celebration. The temple always has ten to twenty adherents that are willing to give their lives to defend it.

17. TEMPLE OF GRUUMSH

High priest Argwur "Dead-Eye" (CE male orc cleric 9 of Gruumsh), an old orc who walks with a limp, holds with the traditional orc view of the world: orcs were created to dominate the world and crush all those that would stand in their way, but the modern orc is soft and unfocused. His following is made up mostly of orcs who want to continue their war on humanity and extend the orc empire.

18. THE RUSTY PIKE

Slaves owned by the Black Moon gnolls built this new tavern, and a long rusty pike juts out from the stonework over the entrance. It is a large square building boasting a wide common room with slab tables. A human slave named Bardon Malroy, captured when Spinecastle fell, manages the tavern. In his late fifties now, he retains his faith that the March will taste freedom again. Though its patrons are mainly gnolls and flinds, Bardon Malroy and his staff of slaves serve anyone brave enough to enter. Orcs wisely steer clear of this place. The scent of roasted meat fills the common room, wafting from slabs slowly turning on spits over coal pits.

DM's Notes: Bardon Malroy (CG male human bard 7/holy liberator 2) was in the middle of a tour of the Great Kingdom with a troupe of entertainers when he was caught up in the siege of Spinecastle and subsequently captured. He vowed to free his fellow slaves and escape the city, but things got very complicated as time went by; weeks turned to months and then to years. Using very subtle *suggestion* spells on his gnoll captors, he built a solid reputation as a reliable worker too useful to eat or kill. Through manipulation and his bardic magic he managed to free all of the surviving members of his troupe, but stuck around to continue freeing other slaves. He has found an ally in Rodigur Grehn, though the two have never met. Working through intermediaries at great personal risk, they continue to free as many as they can.

19. BOGLYN'S EATERY

Boglyn's Eatery, a tavern-like establishment in the Roust Ward founded by a hobgoblin veteran, is the home of Spinecastle's most ghastly gastronomical delights. **Boglyn** (NE male hobgoblin expert 6) will prepare anything carried into his kitchen so long as it fits inside. He's also willing to pay good coin for exotic fare, but has no interest in "seconds" from the Pits. His favorites are elf-flesh and myconids.

20. SPINEKEEP

A sage of Rel Deven once remarked that while the construction of the City of Irongate was the most impressive architectural achievement of the Great Kingdom, the creation of Spinecastle was its most awe-inspiring. For more than four centuries its soaring spires stood as an enduring monument to the ingenuity and ambition of the Aerdi people.

As has been recounted, Spinekeep fell quickly after the final assault on the city began, faster than anyone thought possible. The Marquis, along with most of the nobles, clerics, and richest merchants of the March sheltered here, hoping for eventual rescue from their neighbors. Immense wealth and magic from all over the March was stored within these walls. The Knight Protectors headquartered here planned for a long siege, and the combined forces of the city were spread across its parapets day and night as siege engines were deployed to the south. But the orcs never intended a frontal assault. The host spread across the Parlous Plain was merely a diversion. The orcs instead gained access to the castle from below by tunneling deep through the Underdark, work that had begun three years previous. They entered from ways the defenders of Spinecastle

didn't know existed. Its defenders were too busy fighting the assault on the outer fortress to prevent the merciless extermination of the residents of Spinekeep in a single night.

The invaders scoured the fortress for the hidden treasures of Spinecastle. They uncovered modest hordes, but the plunder and spoils expected never materialized. After weeks of occupation, the tribes searching the spires were struck by a series of ghastly deaths that drove them from Spinekeep in fear. Members of missing patrols were found cut to pieces, and blood ran from the walls both day and night. Some witnesses claimed that walls and even whole rooms appeared and disappeared. Monsters fierce enough to unnerve the most steadfast orc veterans attacked and killed many of them. The chiefs eventually decided to quit the keep for the city and seal the gates to Spinekeep. Their shamans pronounced the place accursed.

So grew the legend of the Haunted Spires of Spinecastle. The keep still occupies the northern part of the city and is in much better condition than the rest, since it was never truly besieged from without.

THE GRAND GATEHOUSE

This massive stone barbican commands the mountain pass leading to the lands of Ratik and the Frost Barbarians. It divides the colossal walls of the keep in two and is the only portion regularly visited and inhabited by residents of the city. The top of the gatehouse was once used as a road between the eastern and western sides of the keep since its walls span both the east and west baileys.

The Grand Gatehouse is 100 feet wide, over 300 feet long, and some 60 feet high. Water was harnessed from the Whisperstream and stored in a cistern to drive a gear mechanism that opened the fearsome doors of this structure, 24 feet wide and 5 feet thick. The orcs were not able to maintain this system so a squad of ogres, tasked with turning the great wheels and opening the doors manually, now staffs the Wheelhouse. The red-cloaks use the Grand Gatehouse as a headquarters, though they do not willingly enter the rest of the castle. For those that *do* wish to enter, the orcs are easily bribed. The trouble is getting out without being "taxed" and imprisoned.

THE EAST SPIRES

The massive towers on the bluffs east of the Grand Gatehouse are known as the East Spires. A thick, 25-foot-high parapet surrounds the entire ridge and a gate opens westward toward the roof of the Grand Gatehouse. Nine towers are arranged within the bailey created by these walls. They are staggered into three rows of decreasing height, from the gap to the mountain face. The final row is partly buried in the mountain wall. The lowest towers are 80 feet high, while those facing the gap soar to more than 250 feet. Flying bridges and buttresses connect them together and, no doubt the extensive dungeons dug deep below the earth do as well.

Traditionally the home of the many officers and soldiers of Spinekeep, the East Spires came to be used as the headquarters of the Knight Protectors of the Great Kingdom following their exile and relocation to Spinecastle in the last century. The East Spires were the last to fall during the collapse of Spinekeep, and the orcs lost hundreds of warriors in the assault. Today, these halls are haunted by a myriad of undead creatures. Many explorers claim the creatures are organized, even gathered into factions, and are at war with each other. Even from the city, strange lights can sometimes be seen in the tower windows.

THE WEST SPIRES

On an angular ridge twice as large as the one to the east are the towers of the main palace complex. They are surrounded by 30-foot-tall parapets opening eastward onto the Grand Gatehouse. The vast bailey is full of smaller stone buildings that hug its walls. These are mere shadows of the main donjon. Welken Palace, the largest tower in the keep, emerges from the mountain wall as if carved from it. A dozen other massive towers as tall as those in the East Spires and similarly interconnected surround it.

The Marquises of Bone March and numerous loyal subjects lived and served within the hundreds of rooms of the palace. By most accounts, Clement, the last marquis, was a just and effective ruler, noble and forthright, a throwback to the Aerdi Lords of old. He had close dealings with the Archbaron of Ratik and talk of forming an alliance, even a union, was gaining popularity. They even spoke of approaching longtime foes, the Frost Barbarians, but this came too late. Bone March was invaded and shattered while Ratik allied with the Fruztii on its own lest it share the same fate.

Today, the buildings of the West Spires are crawling with strange and alien creatures that have bubbled up from the Underdark to claim large swaths of its dark recesses. Ironically, they followed the same path the orcs took to take the keep and don't seem willing to quit it anytime soon. The savage humanoids have not recovered even the smallest portion of the treasures within these walls, and for the most part they have given up trying, though they are quick to seize upon the spoils of anyone who does. There is no shortage of maps detailing secret entrances to Spinekeep. The majority are fakes, but a few of them have led stalwart adventurers inside by secret ways. Most of these explorers are never seen again, but some return with a bauble or two that hint at further treasures, along with nightmarish tales of things they have witnessed within those walls.

Steve Greer is a longtime Las Vegan, and lives with his wife April, his beautiful baby girl Alyssa, and his dog Ozzy. He has been playing D&D since 1982, a loyal Greyhawker the entire time. Kudos to Gary for his epic ranks in Knowledge (Greyhawk).

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Savage Tide

Wells of Darkness

The Wells of Darkness is the seventy-third layer of the Infinite Planes of the Abyss, a prison used by demon lords and a graveyard for creatures the multiverse would rather forget. Imprisoned in one of these wells is Shami-Amourae, the Lady of Delights. This minor demon lord and former consort of Demogorgon is one of the few beings who knows the true secret of Demogorgon's twin personalities and his plot to reconcile them, thereby growing immeasurably in power.

"Wells of Darkness" is the tenth chapter in the Savage Tide Adventure Path, a complete campaign consisting of 12 adventures appearing in *Dungeon* magazine. For additional aid in running this campaign, check out *Dragon* magazine's monthly "Savage Tidings" articles, a series that helps players and DMs prepare for and expand on the campaign. Issue #357 of *Dragon* magazine features rules for three new binder vestiges connected to the imprisoned demons within the Wells of Darkness.

The PCs should be well into 18th level when they begin "Wells of Darkness," and by the end of the adventure should become 19th-level.

BY ERIC L. BOYD
BY BEN WOOTTEN AND WARREN MAHY
BY ROBERT LAZZARETTI

ADVENTURE PATH | HIGH LEVEL (13TH–20TH) | PLANAR

The Abyss

The Infinite Layers of the Abyss is a plane of chaos and evil in its purest form, of remorseless wickedness, and unthinking, random violence. There is no room for mercy or compassion, leaving only unreasoning hatred and an unquenchable thirst for slaughter. Once in the Abyss, an unprepared traveler's life can be measured in minutes, for this is the home of all things demonic.

Lawful-aligned creatures and good-aligned creatures take a –2 penalty on Charisma-based checks on the Abyss. Lawful good creatures take a –4 penalty on Charisma-based checks. Further notes on the Abyss's Planar Traits can be found on page 160 of the *Dungeon Master's Guide*.

Adventure Background

In ages past, Shami-Amourae, a minor demon lord known as the Lady of Delights, served as Demogorgon's consort. Demogorgon took particular delight in Shami-Amourae's recounting of her depraved dalliances with all manner of demons and beasts, and was never envious of her many lovers, or of the fact that she continued these dalliances while she was with him. However, his twin personalities, Aameul and Hethradiah, quickly grew jealous of each other, each believing that the Lady of Delights favored him over the other. Both Aameul and Hethradiah secretly professed their passion to the Lady of Delights, promising her great power if she chose one over the other. Shami-Amourae was no fool, and quickly realized that not even the Prince of Demons understood the extent to which his personalities were divided.

By playing on this mutual jealousy and encouraging the Prince of Demon's two personalities into greater conflict, Shami-Amourae soon achieved a great deal of influence in Demogorgon's court, and was able to manipulate the Prince of Demons into acting as she desired. She hoped to lure Demogorgon into launching an assault on the realm of Shendilavri to murder the current Queen of Succubi, Malcanthet, so that Shami-Amourae could seize her throne. Yet while she had mastered the Prince of Demons, Shami-Amourae made a fatal mistake in underestimating Malcanthet's reach. Several of Malcanthet's spies served Demogorgon already, and when they learned of the mounting invasion, she came to Gaping Maw herself to meet with Demogorgon. It was a relatively simple matter for the Queen of Succubi to catch his attention, and from there, all she needed to do was whisper to her new lover that Shami-Amourae had betrayed him.

Demogorgon's twin personalities realized immediately what Shami-Amourae had done, and saw with fresh eyes the power she had gained in his court. The Prince of Demons flew into a rage, transforming his one-time pleasure palace into a horrific prison—but only after he seized Shami-Amourae and had her imprisoned in the Wells of Darkness. Since then, the Lady of Delights has languished within the Well of Debased Eros, starved of the attention for which she endlessly hungers, neither dead nor alive, but somewhere horribly in between. Only the veneration of a small coterie of loyal succubi and the worship of a handful of depraved, hedonistic cultists on the Material Plane have kept her name from fading into obscurity forever.

Since Shami-Amourae's imprisonment, Malcanthet has firmly cemented herself in Demogorgon's favor, skillfully playing Aameul and Hethradiah against each other in the same manner as the Lady of Delights before her. Yet Malcanthet does not seek power in Demogorgon's court; she uses her charms merely to retain the allegiance of a powerful ally in her constant conflict with Graz'zt.

Malcanthet was thus one of the first to learn that Demogorgon had started work on something new. She knows the Prince of Demons intends to use the savage tide to fuel a ritual on Gaping Maw, and suspects that the ritual's purpose is to increase his power. What's good for Demogorgon is bad for other demon lords, and so Malcanthet desperately wants him to fail—almost as much as she wants to know what he's planning. Yet she knows better than to openly oppose the Prince of Demons.

Malcanthet chose the PCs early on as proxies by which she could undermine Demogorgon's plot. The Queen of the Succubi intends to put Shami-Amourae in a position where she must reveal what she knows about Demogorgon in order to win her freedom. As such, Malcanthet needs the PCs to reach Ahazu the Seizer and forge a pact with him to release the Lady of Delights, and has manipulated events on the Material Plane so that the PCs should have come into possession of Ahazu's Tooth, one of the *Teeth of Dahlver-Nar*. Further, Malcanthet knows that any investigation of Shami-Amourae's fate should lead the searchers to Malcanthet's daughter Red Shroud, the ruler of Broken Reach. The Queen of the Succubi knows that Red Shroud is working with Shami-Amourae to betray Malcanthet. In the twisted logic of demons, Red Shroud can therefore be relied upon to help the PCs locate Shami-Amourae's prison and point them toward the ruined fortress of Overlook as the most likely location in which to find a way to free the Lady of Delights.

Adventure Synopsis

The PCs travel to the Abyssal town of Broken Reach to consult with Red Shroud and secure a route to the Wells of Darkness, which leads them to the Well of Arlgolcheir, the prison of a fallen demon lord. They soon discover Shami-Amourae's well, where she refuses to help them until they free her. But the only way to free a demon from the Wells of Darkness is via the demon lord who created the prison in the first place.

This demon is Ahazu the Seizer, and his well can be found below the fortress of Overlook. After defeating the fortress' guardians, the PCs negotiate with Ahazu the Seizer to secure Shami-Amourae's release. Yet when they return to the Well of Debased Eros, a contingency put in place by the Prince of Demons opens a planar breach in the depths of the River Styx, diverting the legendary river into the well and unleashing a demonic assault on those who seek the forbidden knowledge. By rescuing Shami-Amourae from this assault, they can finally learn the truth about what Demogorgon

intends to do with the harvested energy of the savage tide.

Adventure Hooks

The adventure begins with the newly acquired knowledge that Shami-Amourae, the Lady of Delights, may possess secrets capable of thwarting the plans of Demogorgon. If your players have just completed "Into the Maw," they likely learned this information from the bullywug lich Orgosh, in which case they've also been told that the foremost scholar and authority on the relatively obscure Lady of Delights is a succubus named Red Shroud, ruler of the town of Broken Reach on Pazunia, the first layer of the Abyss. The logical first step to learning more about their problem is to seek an audience with Red Shroud.

If the PCs haven't yet learned this information, you should run a quick encounter designed to clue them in; perhaps an agent of Malcanthet, eager to see the PCs continue on their quest and disguised as a mercane merchant, offers to sell them information about who might be able to help. Maybe they learn of the link by casting spells like *commune* or *divination*. They could even return to Divided's Ire to finish cleansing the place of its bickering wardens, at which point they'll have another chance to learn about Shami-Amourae from Orgosh.

PART ONE: THE PALACE OF 1,001 CLOSETS

Although the savage tide draws near, the actual timing for this event is not set; the PCs should have plenty of time to recover from their recent journey into Gaping Maw before they head on to Pazunia. They can even use the *wakeportal* on their ship to return to the Material Plane to craft magic items, shop for more gear, check up on concerns in Farshore, and so on. Lavinia's role, at this point, is left to you. While the remainder of the Savage Tide Adventure Path assumes that the PCs return her to Farshore where she continues to serve as the colony's leader (or possibly even returns to Sasserine to join the Dawn Council), in your game she could just as easily accompany the PCs on these last few missions into the Abyss, especially if she's forged a strong bond with a particular PC, or if your group just needs one more person along to help. In this case, you should continue to level her up as the adventures progress; she should never quite equal the PCs in power, but should certainly never fall more than a few levels behind them if she's going to have a chance to survive the horrors that still await the PCs.

Pazunia

The first layer of the Abyss is known by many names, the Plain of Infinite Portals and the Palace of 1,001 Closets being but the most common after its proper title, Pazunia. Pazuzu, Prince of the Lower

Pazunia Lore

Knowledge (the Planes) Check

DC 20: Pazunia, the Plain of Infinite Portals, is the first layer of the Abyss. Most means of reaching the Abyss deposit the traveler on Pazunia.

DC 25: The other layers of the Abyss can be reached via pit-portals from Pazunia. Most such pits are two-way portals, but some function in only one direction. Perched on the lips of many of these pits are iron fortresses, relics of a time before the gods and now claimed by demons not powerful enough to lay claim to an Abyssal layer of their own.

DC 30: Pazunia sees many travelers from other planes. Such travelers often visit towns such as Broken Reach or Styros.

DC 35: Broken Reach is a good site to purchase armor, weapons, consumables, and a wide variety of poisons, to acquire information about the Abyss, or to find a guide to the deeper layers. Styros is a good location to purchase slaves, hire mercenaries, or sell information regarding diabolic activities.

Aerial Kingdoms, lays some claim to the skies above, and it is from him that this realm derives its name, but he has little interest in claiming it as his own. Pazunia is a realm of windswept barrens and jagged tors flickering with swarms of winged demons. An oppressive red sun, heavy with infinite age, bathes the layer in sweltering heat and harsh light. Angry shadows curtain the plains in places, concealing hidden menace. Everywhere massive pits plunge into deeper layers of terror. Perched alongside most such pits are iron fortresses now inhabited by demons not quite powerful enough to seize control of layers of their own. Other dangerous locales include the Grand Abyss, lakes of molten iron, and several branches of the River Styx.

"Wells of Darkness" assumes that the PCs have some method of reaching Pazunia, be it via *plane shift*, *gate*, *astral projection*, or similar plane-traveling magic. One method that won't work is their *wakeportal*; the Abyssian Ocean does not touch the shores of Pazunia, so the PCs cannot sail the *Sea Wyvern* to Broken Reach (without Charon's approval, they cannot use the River Styx to navigate in this manner, although with the next adventure, "Enemies of My Enemy," this restriction is lifted). For their adventures on Pazunia and the Wells of Darkness, the *Sea Wyvern* will unfortunately need to stay at home.

If the PCs have no spellcasters capable of transporting them to the Abyss, they'll need to call on favors from an allied NPC. If they allied with Tyralandi or Kedward Bone during "Serpents of Scuttlecove," these NPCs are likely the best choices—smart parties will remember that they may need to arrange for a return trip beforehand. Once the PCs arrive in Pazunia, reaching the town of Broken Reach is likely only a *greater teleport* away. If they picked up Lynnara in "Into the Maw" as a guide, the disguised succubus can easily guide the PCs to this location by a relatively safe route that avoids the potential for dangerous encounters along the way.

Perhaps the most direct route to Pazunia, though, is via portal. Pazunia is riddled with vast pits that drop away into various other Abyssal Realms, and as fortune would have it, one of the closest pits to the town of Broken Reach is the pit to Gaping Maw. From Pazunia, those who enter this pit are whisked along the coiling conduits of the Abyss's planar pathways to be deposited among the fangs of an immense demonic skull that sits just outside the walls of Lemoriax, Demogorgon's capital city on Gaping Maw. Known as the Hungerhole, passage into and out of this portal is, in theory, under the watch of several bar-lgura mounted on retrievers, although the size of the skull and the inattention of its guardians makes it a relatively simple process for creatures to pass through the portal and thus travel to the edge of the corresponding pit on Pazunia. This portal's days are numbered—once Demogorgon realizes how close the PCs are to disrupting his plans at the end of this adventure, he closes this easy path to his realm, but for now, as long as the PCs are stealthy in their approach, they should be able to use this route to reach Pazunia with little opposition. A DC 30 Knowledge (the planes) check reveals the location and purpose of the Hungerhole.

Pazunia is detailed further on pages 113–117 of *Fiendish Codex I: Hordes of the Abyss*; this description also includes a table of various encounters the PCs may have if they decide to explore Pazunia as well as several additional adventure hooks set on the layer.

Broken Reach

The town of Broken Reach sits on the Plain of Infinite Portals, first layer of the Abyss. A succubus sorceress named Red Shroud built this fortress of crumbling stone towers atop a portal to the Outlands gate-town of Plague-Mort over two hundred years ago, and the small community that soon grew up around it has served as one of the most popular gathering places on the layer ever since.

Common visitors to Broken Reach include Blood War mercenaries, merchants traveling to and from the Outlands, and even mortal adventurers who use the town as a base of operations for Abyssal adventures, as the town is one of the few places on Pazunia where such visitors are unlikely to be devoured by demons while they sleep. Red Shroud displays little tolerance for violence of any kind in her town—it's bad for business. She demands obedience from her guests and expects them to back her if trouble breaks out; if tempers flare, visitors are expected to take their grievances outside the town's walls.

Broken Reach consists of several crumbling towers surrounded by outworks of trenches, walls, and spiky barricades. Most important precincts are underground, including the portal to Plague-Mort. Food stores, the arsenal, the interrogation halls, and the crypts are likewise underground, connected by narrow tunnels. Rooms for visiting mercenaries and merchants are above ground, off the main towered hall. Broken Reach houses dozens of visitors at any one time, many of them enjoying the comfort of richly appointed (and hugely expensive) luxury suites. The inhabitants are a mix of petitioner slaves, demons of all types, and mercenaries from the Material Plane and beyond.

Broken Reach (Small City): Monstrous; AL CE; Population: 1,245; 40,000 gp limit; Assets 2,490,000 gp; Mixed (70% demon, 18% tiefling, 8% humanoid, 4% other races).

A Trip to the Market (EL 13)

Although the primary reason for the PCs' visit to Broken Reach should be to secure an audience with Red Shroud, a visit to the town's market may be in order as well. Broken Reach's marketplace opens and closes at Red Shroud's whim—normally she opens it whenever a new caravan arrives (either via the main gates or from the Outlands via portal) or when there is a sufficient number of buyers present with coins to spend, but sometimes she capriciously forces an unlucky merchant or would-be purchaser to cool his heels for days on end. You can assume that when the PCs first visit Broken Reach the market is open for business.

Dozens of traders rent alcoves along the perimeter of the town's central market, or set up tents amidst the pillars that support Red Shroud's throne room. These traders run the gamut; humans and elves, dwarves and tieflings, mercanes and githzerai, slaadi and demons, yet under Red Shroud's watchful eye, they maintain a grudging peace. Red Shroud imposes a hefty tax that effectively doubles the cost of all armor, weapons, single-use magic items (such as potions and scrolls) and charged magic items (like staffs and wands). Other magic items sell for 125% their usual cost. Poisons can be purchased only from Red Shroud, as no other trader dares carry such wares and tread on her territory. Red Shroud is said to have stock of nearly every poison imaginable, as well as several of her own invention. Likewise, Red Shroud brooks no rivals in the sphere of information brokering. It only takes a few minutes of asking around to determine that she's the one to go to for information, and that her standard price for information is 10,000 gp (although with a DC 30 Gather Information check, a merchant can warn the PCs that she responds better to larger donations, particularly if they are made in the form of exotic poisons).

As a result of Broken Reach's constant influx of merchants from all over the multiverse, the town's gp limit is 40,000 gp; significantly larger than most towns of its size.

Particularly common in the Broken Reach marketplace are the metal rods used as material components for *plane shifting* to different layers of the Abyss. Rods for relatively well-known layers such as Pazunia, the Demonweb, Gaping Maw, Thanatos, and Shendilavri sell for 3,000 gp. Rods for more obscure layers, such as Twelvetrees, Shedaklah, and Androlynne sell for 9,000 gp. Rods for truly remote realms, such as the Dreaming Gulf, the Blood Shallows, or Zionyn sell for 15,000 gp. Certain rods are particularly rare, as the Abyss itself resists allowing travel to its deepest and most important layers. This includes layers like Ulgurshek, Woeful Escarand, and the Wells of Darkness; these rods cost 40,000 gp apiece.

Creature: Being the Abyss, the Broken Reach marketplace is far from safe. Although the merchants refrain from starting fights (and are careful to relocate outside of the city walls if a fight's inevitable), these same restraints do not apply to one of the more subtle visitors to the area.

Sidith-yeus is a powerful demon known as a guecubu, an invisible and incorporeal creature born from the dreams of a dead pantheon of gods. A member of a demonic race known as the loumaras, Sidith-yeus (like most guecubus) wanders the Abyss in constant search of a host to possess. His driving need is a thirst for murder; a guecubu often "rides" on a host's soul for days, months, or even years, waiting for the right moment to usurp the host's body to commit some horrific slaying. The pleasure he takes in forcing his possessed host to kill friends and family is a testament to his cruelty.

Sidith-yeus has little interest in possessing anything other than humanoids, and the marketplace of Broken Reach isn't a very good place to find such hosts. The arrival of the PCs in the region is a beacon for his lust, and within five minutes, the invisible, incorporeal, malevolent spirit makes his move. He prefers possessing characters who appear to specialize in melee combat, such as rogues or fighters, since they often give him the best assortment of weapons to use for his murders. If he manages to possess a PC unnoticed, he remains quiet until the PCs return to the Material Plane (perhaps to replenish their supplies, do research, or recruit allies) before taking control of the PC to murder someone. As soon as the murder is successful, Sidith-yeus hops into another nearby body and watches quietly while the chaos erupts around him, intending to murder again once things cool down.

SIDITH-YEUS **CR 13**

Male advanced elite guecubu
CE Medium outsider (chaotic, evil, incorporeal, loumara)
Fiendish Codex I 41
Init +3; **Senses** darkvision 60 ft.; Listen +30, Spot +30
Aura haunting aura (60-ft. radius)
Languages Abyssal, Common; telepathy 100 ft.

AC 20, touch 20, flat-footed 17
hp 150 (20 HD); **DR** 5/cold iron or lawful
Immune acid, electricity, fire
Resist cold 10
Fort +15, **Ref** +15, **Will** +19

Spd fly 30 ft. (perfect)
Melee touch +23 (sleep)
Ranged thrown object +27 (2d6)
Base Atk +20; **Grp** —
Special Actions possession, telekinesis

Abilities Str —, Dex 17, Con 16, Int 10, Wis 20, Cha 25
SQ incorporeal, natural invisibility
Feats Ability Focus (possession, sleep touch, telekinesis), Alertness, Deceitful, Iron Will, Persuasive
Skills Bluff +32, Diplomacy +34, Disguise +32, Forgery +25, Intimidate +34, Listen +30, Sleight of Hand +28, Spot +30

Haunting Aura (Su) Outside a host body, a guecubu's presence is unnerving and distracting. All living creatures within 60 feet of a guecubu in its natural form must make a DC 27 Will save or be shaken for as long as it remains in the area. Creatures that attempt to rest in this area can do so, but gain no benefits from the rest and waken fatigued, as if they had not slept at all. Once a creature saves

against a guecubu's aura, it is immune to that particular guecubu for 24 hours. The save DC is Charisma-based.

Natural Invisibility (Su) This ability is constant, allowing the guecubu to remain invisible even when attacking. This ability is inherent and not subject to the *invisibility purge* spell.

Possession (Su) A guecubu can possess any sleeping animal or humanoid. It must enter a square occupied by the sleeping creature to attempt a possession. The victim must make a DC 27 Will save to resist; however, a successful save does not cause the victim to awaken, nor is the victim aware of the possessing attempt even after waking (although he can dimly recall strange, otherworldly dreams). The save DC is Charisma-based.

A guecubu can take on any of the following roles while possessing a creature: ally, controller, enemy, mutterer, or rider. These roles are described on pages 23–24 of the *Fiendish Codex I*. If you don't use this book in your game, treat a guecubu's control as similar to that granted by a *magic jar*, save that if the guecubu wishes, it can remain dormant, allowing the host to act as it will. While the guecubu is dormant, a host is unaware of its presence.

Telekinesis (Su) A guecubu can use *telekinesis* as the spell as a standard action (CL 20th). It can use this ability even while possessing a creature without that creature realizing it is technically the source of the effect. If a guecubu elects to hurl something such as a boulder or other dense object, it deals 2d6 points of damage on a hit. Weapons hurled in this manner deal damage appropriate for the weapon in question. A guecubu does not apply any Strength modifier to damage dealt by these objects. Its chance to hit is equal to its base attack bonus + its Charisma modifier.

Audience with Red Shroud (EL 20)

Red Shroud's personal quarters are hidden underground, out of reach to casual visitors and curious eyes. When she attends to supplicants, visitors, and other guests, she entertains them in her throne room, a towering structure of white marble and red glass that stands in the center of Broken Reach. The throne room itself stands 60 feet off the ground, approachable via two intertwined curving ramps of polished wood. Four red marble statues of Red Shroud stand on a platform halfway up these ramps, and a shimmering wall of opaque red fire protects the actual entrance to her throne room. This wall of fire is illusory; Red Shroud can change its coloration at a whim, even making the flames invisible. As long as the flames are opaque, they mute sound and wind as if they were heavy curtains.

Within, the throne room is a wide open space with polished floors. Curtained alcoves stand to either side, and the central floor contains a sheet of magical glass that Red Shroud can cause to vanish as a free action. Any creature standing on the glass when she causes it to vanish can make a DC 20 Reflex save to leap away, otherwise he's in for a 60-foot fall.

Red Shroud's throne stands atop a dais at the far end of the hall, often shattered and then reforged. When the PCs first arrive in Broken Reach, Red Shroud waits for them, lounging upon this throne. Visitors to her throne room need make no appointments; they simply climb the ramps to the throne room's entrance and request an audience with the succubus from Ygrax the Skullbiter, a nalfeshnee who serves Red Shroud as a doorman and bodyguard. Ygrax asks visitors what their business is with Red Shroud, communicating with his mistress via telepathy. Red Shroud immediately turns away visitors who are crass, rude, argumenta-

tive, or violent, but always grants admission to those who agree to pay up front for her services.

Creatures: Red Shroud is a stunningly beautiful succubus, with fair skin, crimson hair, large bat wings, and eyes that glow with sinister desire. She is flanked by a quartet of hezrous, and Ygrax always watches her audiences from the far end of the room, ready to aid her in a fight if necessary. In the corner, an angular-featured halfling with spiky red hair and bright orange garments with a flame motif paces restlessly—this is a wispling named Shadowfire, one of Red Shroud's favorite agents.

Red Shroud is a great poison enthusiast who enjoys toying with her prey. She delights in slow-acting venoms that subtly undermine a victim's resistance to her corrupting charms. Constantly on edge, Red Shroud has had to defend Broken Reach from mobs, githzerai, and even a minor Abyssal lord during the two hundred-some years the town has existed, but the town has never fallen to an enemy.

Red Shroud enjoys manipulating the Disciples of Delight, followers of Shami-Amourae desperate for any hint of contact with their imprisoned mistress. In recent years, Red Shroud has managed to turn much of Shami-Amourae's surviving cult to her own service, forcing them to act as a wide-ranging network of information gatherers. One of Red Shroud's most valued possesses is, in fact, one of the *teeth of Dahlver-Nar*; in particular the *tooth of Shami-Amourae*, purchased years ago in the market of Broken Reach. She has used this tooth to communicate with Shami-Amourae's vestige countless times. Red Shroud keeps her interest in Shami-Amourae an open secret, as she hopes to some day use what she learns in an attempt to overthrow her mother, Malcanthet, and claim the title of Queen of the Succubi for herself.

Red Shroud is perhaps the most infamous daughter of Malcanthet and Pazuzu. Her reputation as both a poisoner and source of dependable information is well deserved. Except when engaged in business, Red Shroud is capricious and untrustworthy, and has ordered allies to death for reasons as varied as neglecting to bow when leaving her presence, wearing unlucky turquoise, or snoring. She's even sold her own children into slavery, most notably her succubus daughter Fall-From-Grace (who survived her servitude in the Nine Hells and has cast aside her demonic nature to become a member of the Society of Sensation in the city of Sigil).

Nevertheless, Red Shroud never seems to have a shortage of minions and sycophants. Her latest favorite is a wispling named Shadowfire. Shadowfire rarely sits still, and his pranks and jokes range from cruel to murderous—thus far, they have amused Red Shroud more than annoyed her.

Shadowfire earns lucrative commissions as a guide to the infinite layers of the Abyss. He has explored at least two dozen layers (including Pazunia and the Wells of Darkness) and claims to be familiar with at least a dozen more. Although he evinces a modicum of loyalty to Red Shroud, Shadowfire is secretly in the employ of Demogorgon. His true allegiance is known only to the Prince of Demons and one of his generals, a unique demon named Hethros.

Red Shroud is playing a dangerous game. She suspects that Shadowfire is an agent of Demogorgon, and therefore hopes the wispling's presence during her audience with the PCs allows her to claim loyalty to the Prince of Demons if Demogorgon prevails in whatever plot is unfolding. Likewise, she suspects her mother has positioned her to help the PCs free Shami-Amourae, and, by doing so, hopes she can claim loyalty to the Queen of Succubi if her mother prevails in whatever plot is unfolding. Either way the situation is fraught with risk for the ruler of Broken Reach, so she chooses her words and her confidences carefully.

Red Shroud **CR 19**

Female succubus sorcerer 11/fatespinner 4
CE Medium outsider (chaotic, evil, tanar'ri)
Monster Manual 47, *Complete Arcane* 37

Init +4; **Senses** darkvision 60 ft.; Listen +28, Spot +28

Languages Abyssal, Celestial, Draconic; telepathy 100 ft., tongues

AC 32, touch 18, flat-footed 28; Dodge, Mobility

hp 148 (163 with *false life*, 21 HD); **DR** 10/cold iron or good

Immune electricity, poison

Resist acid 10, cold 10, fire 10; **SR** 18

Fort +14, **Ref** +14, **Will** +19

Spd 30 ft., fly 50 ft. (average)

Melee *dagger of venom* +14/+9 (1d4+1/19–20) and
claw +8 (1d6)

Base Atk +13; **Grp** +13

Atk Options Arcane Strike, Flyby Attack

Special Actions change shape, energy drain, fickle finger of fate, resist fate, spin fate, *summon tanar'ri*

Combat Gear *iron bands of Billaro*, *shroud of venom* (contains 4 doses of purple worm poison, 4 doses of black lotus extract, and 2 doses of dark reaver powder)

Spells Known (CL 19th)

7th (6/day)—*greater scrying* (DC 31), *plane shift* (DC 31)

6th (9/day)—*greater dispel magic*, *repulsion* (DC 30), *true seeing*

5th (9/day)—*cloudkill*, *extract gift*, *night's caress* (DC 29), *wall of force*

4th (9/day)—*lesser globe of invulnerability*, *mind poison* (DC 28), *spider poison* (DC 28), *wall of fire*

3rd (9/day)—*dispel magic*, *displacement*, *stinking cloud* (DC 27), *vipergout*

2nd (10/day)—*arcane lock*, *false life*, *gust of wind*, *mirror image*, *scorching ray*

1st (10/day)—*identify*, *magic missile*, *shield*, *true strike*, *unseen servant*

0 (6/day)—*acid splash*, *arcane mark*, *dancing lights*, *detect magic*, *ghost sound* (DC 24), *mage hand*, *mending*, *open/close*, *prestidigitation*

Spell-Like Abilities (CL 12th)

At will—*charm monster* (DC 28), *detect good*, *detect thoughts* (DC 26), *ethereal jaunt* (self plus 50 pounds of objects only), *suggestion* (DC 27), *greater teleport* (self plus 50 pounds of objects only)

Abilities Str 10, Dex 19, Con 18, Int 20, Wis 14, Cha 38

SQ deny fate, metamagic specialist

Feats Arcane Strike, Dodge, Extend Spell, Flyby Attack, Mobility, Practiced Spellcaster, Quicken Spell, Skill Focus (Craft [poisonmaking])

Skills Bluff +43, Concentration +28, Craft (poisonmaking) +32, Diplomacy +25, Disguise +23, Escape Artist +13, Hide +13, Intimidate +25, Knowledge (arcana) +29,

Knowledge (nature) +14, Knowledge (the planes) +14, Listen +28, Move Silently +13, Profession (gambler) +15, Sleight of Hand +22, Spellcraft +18, Spot +28

Possessions combat gear, *dagger of venom, bracers of armor +5, ring of protection +4, tooth of Shami-Amourae*, 3 doses of *true seeing* ointment worth 250 gp each

Deny Fate (Ex) Once per day, on the first occasion when she must make a check to become stable when dying, Red Shroud's stabilization check automatically succeeds.

Fickle Finger of Fate (Ex) Once per day as an immediate action, Red Shroud can force any other creature to reroll a roll that it has just made. She must have line of sight to the target.

Resist Fate (Ex) Once per day, Red Shroud can reroll one roll that she has just made.

Spin Fate (Ex) Red Shroud has four points of spin. She may use these points to boost the save DC of a spell she casts, a skill check, attack roll, or saving throw. If applying points to a roll, she must do so before making the roll. Once she uses her spin points, they are gone for the day but replenish when she regains her spells.

Metamagic Specialist This alternate sorcerer class feature (*Player's Handbook II* 61) replaces the ability to summon a familiar with the ability to apply metamagic feats to sorcerer spells without increasing the casting time five times a day; this even allows Red Shroud to quicken sorcerer spells with the Quicken Spell feat.

Feats Arcane Strike (*Complete Warrior* 96) allows Red Shroud to sacrifice a spell as a free action to gain a bonus on her attack rolls equal to the level of the spell sacrificed and a bonus on weapon damage rolls equal to 1d4 points × the level of the spell sacrificed. Practiced Spellcaster (*Complete Divine* 82) increases her effective caster level for sorcerer spells by +4.

Spells Several of Red Shroud's spells are from the *Spell Compendium*. If you don't use this book in your campaign, replace *mind poison* with *shout*, *night's caress* with *dominate person*, *spider poison* with *contagion*, and *vipergout* with *magic circle against good*. *Extract gift* (*Fiendish Codex I*) is not a combat spell—it allows the caster to infuse herself with the essence of a demon to gain permanent competence bonuses to skill checks or permanent enhancement bonuses to ability scores. Red Shroud has used extract gift to gain a +4 enhancement bonus to her Dexterity, Constitution, and Charisma, as well as a +9 bonus on her Bluff, Listen, and Spot checks. Each of these bonuses is a separate permanent spell effect that cannot be dispelled except by a caster of at least 20th level.

SHADOWFIRE **CR 13**

Male wispling rogue 6/gatecrasher 5/shadowdancer 2

CE Small outsider

Fiend Folio 139, *Manual of the Planes* 26

Init +5; **Senses** darkvision 60 ft.; Listen +10, Spot +10

Languages Abyssal, Aquan, Celestial, Common, Ignan, Infernal

AC 23, touch 16, flat-footed 18; Dodge, Mobility, improved uncanny dodge

hp 63 (13 HD)

Fort +5, **Ref** +18, **Will** +7; evasion

Spd 20 ft.

Melee *+1 returning cold iron handaxe* +9/+4 (1d4+1/×3) and *+1 returning cold iron handaxe* +9 (1d4+1/×3)

Ranged *+1 returning cold iron handaxe* +16 (1d4+1/×3)

Base Atk +9; **Grp** +5

Atk Options Spring Attack, sneak attack +3d6

Special Actions open portal, summon spell dampening

Combat Gear *potion of fly* (4), scroll of *teleport*, scroll of *sending*, scroll of *scrying*

Spell-Like Abilities (CL 13th)
5/day—*analyze portal* (CL 5th)
1/day—*disguise self* (DC 11)

Abilities Str 11, Dex 20, Con 12, Int 16, Wis 10, Cha 10

SQ hide in plain sight, trapfinding, trap sense +2

Feats Combat Reflexes, Dodge, Mobility, Spring Attack, Two-Weapon Fighting

Skills Appraise +11, Balance +17, Bluff +14, Climb +12, Diplomacy +8, Escape Artist +12, Gather Information +12, Hide +19, Knowledge (the planes) +7, Listen +12, Move Silently +17, Open Locks +15, Perform (dance) +5, Search +13 (+15 to find magic traps), Sense Motive +10, Sleight of Hand +17, Spot +10, Tumble +15, Use Magic Device +14

Possessions *+3 mithral shirt*, two *+1 returning cold iron handaxes, ring of mind shielding*

***Analyze Portal* (Sp)** This spell (*Spell Compendium* 10) allows Shadowfire to determine the properties of magic portals through study; if you don't use this book in your game, simply ignore this spell-like ability.

Open Portal (Su) Shadowfire can use Open Lock checks to force magic portals to open without the correct device, spell, or key. When he makes this special Open Lock check, he applies his Intelligence modifier to the roll, not his Dexterity modifier. A typical portal is a DC 30 check to open. This requires a full-round action, and once opened, a portal remains open for 1d4+1 rounds.

Summon Spell Dampening (Su) Three times a day, Shadowfire can create a dampening field that extends 100 feet in every direction. Summoning and calling spells and spell-like abilities are suppressed in this radius. The dampening field lasts for 10 rounds.

Hezrous (4): hp 138 each; *Monster Manual* 44.

Ygrax the Skullbiter, Nalfeshnee: hp 175; *Monster Manual* 45.

Tactics: Although combat is unlikely here, Red Shroud reacts quickly and decisively if the PCs attack. She commands her minions to engage the PCs at once and then teleports into one of her underground vaults to escape peril. From there, she observes the battle by casting *greater scrying* on Ygrax, observing the PCs' tactics and preparing her inevitable retaliation. In this case, the PCs will need to seek information about Shami-Amourae elsewhere, or you could expand this adventure by sending them into the dungeons below Broken Reach. What Red Shroud won't tell them could well be hidden in her journals in her personal quarters, although these chambers are far from unguarded.

Development: When the PCs approach Red Shroud, she demands to know what they wish of her. Red Shroud's initial attitude toward the PCs is unfriendly. If the PCs refuse to pay for her time (minimum of 10,000 gp), her attitude automatically shifts to hostile. Unfortunately, if the PCs reveal that they seek

information about Shami-Amourae, she immediately suspects them of being agents of Malcanthet come to find out what her involvement with the Lady of Debased Eros actually is, and as a result the Diplomacy check to secure her aid suffers a –20 penalty. Fortunately, Red Shroud is susceptible to bribes; each additional 2,000 gp added in excess of the minimum payment grants a +1 circumstance bonus to the Diplomacy check. If rare or unusual poisons or other toxic liquids are offered, such as the poison doors from Divided's Ire, the black bile of the world from Golismorga, or yuan-ti anathema venom, they're worth ten times their normal value in this transaction. Assuming that the PCs don't make her hostile, they can continue to pile on tribute, gaining greater bonuses to their Diplomacy result until they get the information they need.

Red Shroud's reactions are as follows once the PCs ask her about Shami-Amourae and have made their Diplomacy check:

Hostile (less than 5): The succubus becomes gravely insulted, and orders the PCs to leave Broken Reach immediately. If they refuse, she orders her minions to attack as detailed in tactics, above. In any event, she now counts the PCs as her enemies, and may send assassins after them just out of spite later in the campaign.

Unfriendly (DC 5): If Red Shroud remains unfriendly, she admits that Shami-Amourae was spurned by Demogorgon due to the machinations of Malcanthet and that the Prince of Demons had her imprisoned on the seventy-third layer of the Abyss. Red Shroud intimates that the Queen of the Succubi herself had an active role in this process, and therefore might be convinced to help release Shami-Amourae. (Although strictly true, this information is designed to mislead, pointing the PCs towards Malcanthet and giving Red Shroud time to research the PCs and figure out what they're really up to). The next adventure, "Enemies of My Enemy," details a visit to Malcanthet, and both the *Fiendish Codex I* and *Dragon* #353 contain a wealth of information about the Queen of Succubi, should the PCs decide to follow up on this red herring. Of course, Malcanthet actually doesn't know much more about Shami-Amourae—she has, in fact, been manipulating the PCs all this time so that they'd learn the truth from Red Shroud and then hopefully find a way of derailing Demogorgon's plans after speaking to Shami-Amourae. She may simply send the PCs back to Red Shroud if they visit, or she might be frustrated enough to take out her pent up anger on them—as a CR 28 demon lord, the PCs would be well-advised to tread carefully if they choose to pay a visit to the Queen of Succubi this soon in the campaign.

Shadowfire

Indifferent (DC 15): If the PCs raise Red Shroud's reaction to indifferent, she reveals all the information given in the Wells of Darkness Lore and Shami-Amourae Lore sidebars (pages 63 and 70).

Friendly (DC 25): If the PCs raise Red Shroud's reaction to friendly, she also reveals all the information given in the Overlook Lore sidebar (page 71).

Helpful (DC 40): If the PCs raise Red Shroud's reaction to helpful, she also reveals all the information given in the Ahazu sidebar (page 65). In addition, Red Shroud decides that the PCs are trustworthy and/or foolish enough to attempt to release Shami-Amourae from her prison, and informs them that not only are they welcome in Broken Reach as long as they wish, but that she'll lift the taxes on purchasing items in the market for them this one time. She desperately wants Shami-Amourae to be freed, since she hopes to recruit her in her efforts against Malcanthet, but doesn't want to appear too eager for such a goal. Much better to let the PCs attempt it on their own—if they succeed, she'll know soon enough via her connection to the Lady of Debased Eros via the *tooth of Shami-Amourae*.

If the PCs reveal their possession of the *tooth of Ahazu*, Red Shroud offers a little more information if she's made friendly or helpful. She informs the PCs that the tooth was recently sold to a varrangoin outcast named Sutolore, here in Broken Reach. The seller was a lilitu demon in the service of Malcanthet, Queen of the Succubi. Red Shroud coyly shrugs her shoulders at this, letting the PCs draw their own conclusions from the information—she has nothing further to say on the topic.

If the PCs ask Red Shroud about the best route to reach the Wells of Darkness and she's been made at least Friendly, she observes that they can probably find a Wells of Darkness *plane shift* spell focus for sale here in Broken Reach. Otherwise, they'll either have to use a *gate* spell or, barring that, use the Pit of Prisoners to travel there. Of course, using the Pit of Prisoners requires that at least one person in the group carry a relic from one of the demons imprisoned in the Wells of Darkness. Red Shroud uses the *tooth of Shami-Amourae* as a key to travel there,

but the *tooth of Ahazu* works just as well—if she knows the PCs have it, she'll volunteer that information as well. Barring this, she muses that they could hire a gatecrasher to attempt to open the Pit of Prisoners without such a key by using their ability to open portals. She then indicates Shadowfire to her left, telling the PCs that, as luck would have it, a gatecrasher and Abyssal guide is right here for the hiring. Shadowfire takes this development stoically, although a DC 20 Sense Motive check reveals that he's caught off guard a bit by the recommendation. Red Shroud hopes that by throwing the PCs in with Shadowfire they'll find proof (or at least suspect) his ties to Demogorgon and take care of him for her on their own.

Ad Hoc Experience Award: Award the PCs experience as if they had defeated Red Shroud in combat if they manage to learn about Shami-Amourae from her.

The Pit of Prisoners

The pit of prisoners is one of the countless portal pits leading from Pazunia into the deeper layers of the Abyss. The pit acts as a one-way keyed portal that links Pazunia to the Wells of Darkness; it activates only if the first person to enter the pit carries a relic of one of the demon lords or creatures imprisoned in one of the Wells of Darkness. Anyone who steps into the pit experiences a few moments of vertigo and then, just as suddenly, finds themselves stepping into the base of a deep well. This is the Well of Arlgolcheir on the seventy-third layer of the Abyss.

Anyone entering the portal without the proper key is expelled from a randomly chosen pit elsewhere on the Plain of Infinite Portals, with sufficient force to be thrown some twenty feet in the air before landing alongside the exit pit (taking 2d6 points of damage in the process and possibly attracting the attention of nearby denizens).

PART TWO: SEEKING SHAMI

The seventy-third layer of the Abyss is known as the Wells of Darkness. A steely blue sun casts dim illumination down upon this barren realm, a vast badland of tortured stone through which winds a maze of flagstone pathways that connect dozens of plazas. Each plaza is dominated by a well that drops down to an inky black pool. The stony ground of this layer is interrupted here and there by jagged tors that roughly shield individual well sites from their neighbors. Marble paths connect the wells to one another, and planar lore holds that those who wander from this path risk incurring the wrath of the Abyss itself. The sun above is strangely dim, providing light equivalent to that on an overcast day. Its alien light does no harm to creatures normally impeded by sunlight or bright light (such as nightshades, vampires, bodaks, and varrangoins).

Although the Wells of Darkness is a finite layer of the Abyss, it lies amidst an endless void that encompasses its physical core. This void is known as Shattered Night, and it may be the primal chaos that exists outside of the Abyss itself. In ages past, a demon lord named Ahazu the Seizer discovered that, by digging deep shafts in the terrain, he could reach thin

spots in the membrane that encircles this layer, black windows into the gulfs of Shattered Night. After many years of digging wells in the seventy-third layer of the Abyss, Ahazu finally found a planar tear in the depths of a great tor in the heart of the layer and stepped through, never to return.

After Ahazu left the Abyss, his followers discovered he could be contacted through strange and secret magics, for Ahazu had become a vestige—a fragmentary echo of existence. In the years that followed, the Cult of Ahazu built a great fortress atop the tor that contained the planar tear that had consumed their master, and from there they could speak to him and receive his wisdom. The Seizer demanded regular offerings of prisoners, dead or alive, to join him in the void. He had his cult place these prisoners near the thin spots in the boundary's layer at the bottoms of the wells he himself had crafted. Once imprisoned, a prisoner could be contacted telepathically by those in close proximity, but could not otherwise escape.

Yet the Cult of Ahazu eventually made a terrible error—they attempted to capture and imprison Orcus. Led by hubris and pride, their assault on Thanatos failed miserably, and in response, the Prince of Undead unleashed a horde of demons upon the Wells of Darkness. They quickly laid waste to the Cult of Ahazu, leaving their fortress of Overlook in ruins. The Seizer was left with no followers, for few inhabitants of the Abyss visit the Wells of Darkness and fewer still are skilled in pact magic.

Incalculable ages after Overlook's fall, a tribe of outcast varrangoins, batlike monstrous humanoids common in other parts of the Abyss, discovered the ruined fortress. Among their number was a trio of arcanists who had also dabbled in pact magic. The coven of varrangoin binders were delighted to discover Ahazu, and adopted the Seizer as their patron. At Ahazu's word, they resumed his cult's practice of imprisoning creatures in the Wells of Darkness. Yet the varrangoin were much craftier than their predecessors. They realized that the Wells of Darkness was a resource that the rest of the Abyss would pay dearly for, so instead of abducting victims on their own, the varrangoin coven offered to act as wardens for prisoners brought to them in exchange for magical power, knowledge, and respect. Demon lords, arch devils, and even the gods themselves took them up on their generous offer, and soon the Wells of Darkness came to host powerful prisoners indeed. The coven even managed to convince Ahazu to release prisoners on occasion, in exchange for the promise of a more powerful replacement. Such pacts require the liberators to pledge their bodies and their essences to eternal imprisonment if they failed to deliver. The coven also convinced Ahazu to offer great power to any demon foolish enough to pledge its body and essence to eternal imprisonment after death on another plane, sidestepping the normal reincarnation process demons undergo in such circumstances. Over the ages, only four have managed to escape—their wells have closed and the windows to Shattered Night are no longer available.

Shami-Amourae is the most recent addition to the Wells of Darkness, imprisoned here by her lover Demogorgon after he discovered she had been manipulating his madness and taking advantage of his dual personalities for her own gain. Acting with Malcanthet's aid, the Prince of Demons captured Shami-Amourae and worked a bargain with the Keepers of Ahazu, imprisoning her in a vacant well before returning to Gaping Maw to seek comfort in the arms of his new and more dangerous lover. Shami-Amourae's well has been visited several times since then, mostly by the remnants of her cult, yet none know how to release her. This is a secret known only to Ahazu himself.

Shattered Night

Shattered Night is a void beyond the finite boundaries of the Wells of Darkness, an infinite nothingness that may link to the void beyond other layers and other planes. Most of the Wells of Darkness are windows into Shattered Night, yet the Well of Ahazu below Overlook is in fact a form of portal known as a planar tear that permits passage through a layer's boundaries to the void beyond. A planar tear is an extremely rare phenomenon, believed to occur only in finite layers or planes; tears are not limited to the Abyss.

Thanks to the Cult of Ahazu and its master, Shattered Night now holds many Abyssal lords, godlings, and failed commanders of the Blood War. Each prisoner can be observed through a "window" at

Wells of Darkness Lore

Knowledge (the Planes) Check

DC 20: The Wells of Darkness is habitable, but abandoned by most demons. The stony ground is littered with inky black wells, spots of pure darkness at the bottom of each shaft beneath a steely blue sun. Each well is said to contain an imprisoned demon, god, or corpse. Some of the prisoners were overthrown by rivals, while others failed spectacularly in their conduct of the Blood War.

DC 25: For centuries, the Fraternity of Order has attempted to catalog the Infinite Planes of the Abyss, numbering in the order in which they are discovered. Ulricon the Necromancer explored the seventy-third layer of the Abyss in the third year of the reign of the child-factol Andalon. He named the layer the Wells of Darkness for the eponymous pits that dot the ruined landscape.

DC 30: Those who wander from the marble path that winds through the Wells of Darkness risk incurring the wrath of the Abyss itself. Those who linger more than a few hours risk gaining the attention of the Custodians, utterly silent wardens who relentlessly patrol the layer, dealing death with their baleful gazes.

DC 35: Although it is possible to escape imprisonment in one of the Wells of Darkness, such escapes usually require the Lords of Woe or the intervention of a greater deity. Those known to have escaped the Wells of Darkness include Bayemon of the Unhealing Wound, the marilith queen Shaktari, Siragle the Ineffable, and vaunted Zzyczesiya.

DC 40: Although this layer has no lord, many of its properties were established by Ahazu the Seizer, demon lord of the night and abduction.

the bottom of his or her well. Most wells contain tragic, half-remembered villains so reprehensible that their fellow demons or followers committed them to Ahazu's void. Some wells contain a slain demon who accepted the Seizer's offer of power in the misguided belief they would someday be restored to life through the mysterious properties of Shattered Night.

Living prisoners all hope to regain freedom and followers, and some may pledge service to those who visit them. Communication with an imprisoned being is possible by touching the window in the well, yet even then such communication is little more than empathic echoes and fragments of words—barely enough to prove that the creature imprisoned within ever existed at all. Dead prisoners feel the endless pull of the Abyss, which attempts to reincarnate them through the thin spots in the layer's boundary, but parasites in the service of Ahazu (mostly Abyssal ghouls and chasme) feast on the slowly reincarnating flesh that seeps through the Abyssal boundary, indefinitely delaying most regenerations. Ahazu finds this development quite entertaining.

No mortal magic can reach Shattered Night, nor can it be used to release a prisoner from its grip. Spells such as *commune*, *contact other plane*, *demand*, and *sending* cannot be used to contact the denizens of Shattered Night, and divinations like *discern location* or *locate creature* fail to reveal anyone imprisoned within as well. Shattered Night is not truly a place—it is the absence of a place. As such, there is no environment to interact with, movement is not possible, and magic has no effect.

Ahazu has apparently discovered a means of escaping some of these strictures, but how much power he has over Shattered Night is a matter of some dispute since he himself seems unable to apply these methods of freedom to himself. In addition to imprisoning creatures sent through the planar tear, he can create a binding pact that whisks a creature into Shattered Night once certain conditions (such as death, the passage of time, or failure to deliver another prisoner in an agreed upon time) are fulfilled. Likewise, he can expel a creature through a thin spot in the layer's boundaries (i.e. through the "window" at the bottom of the well of darkness through which they can be seen) if he so desires. Such "escapes" have occurred in the past, but these events are so rare that those who follow the history of the Abyss can name all known escapees from memory. In truth all such escapes were actually exchanges, in which the prisoner was exchanged for a more powerful creature.

Wells of Darkness Encounters

Although the Wells of Darkness is sparsely populated, there are nevertheless dangers present here. Each hour the PCs spend here, there's a 5% chance of an encounter—if an encounter occurs, roll on the following table.

Abyssal Ant Swarm: Abyssal ants are horrific, 8-inch-long monsters with long red and black bodies, glowing blue eyes, and purple mandibles that drip with acid. They are a dangerous menace on many of the more barren Abyssal layers,

Wells of Darkness Encounter Table

d% Roll	Encounter	EL
01–30	1d4+1 custodians	17
31–50	Thralls	Varies
51–60	1 abyssal ant swarm	16
61–80	4 varrangoin berserkers	18
81–90	2d4 ancient abyssal ghouls	17
91–100	2d4 advanced chasmes	17

and the Wells of Darkness are no exception. Flight offers a simple way to escape one of these hungry swarms, yet even then the shower of acid they can expel can be quite painful.

Abyssal Ant Swarm **CR 16**

CE Diminutive aberration (swarm)
Fiend Folio 166
Init +5; **Senses** darkvision 60 ft.; Listen +13, Spot +13
Languages Abyssal (cannot speak)

AC 17, touch 11, flat-footed 16
hp 150 (20 HD)
Immune acid, poison, weapon damage, swarm traits
Resist cold 20, electricity 20, fire 20; **SR** 22
Fort +11, **Ref** +9, **Will** +15
Weakness 150% damage from area effects

Spd 40 ft., climb 20 ft.
Melee swarm 4d6 plus 2d8 acid
Ranged acid spit +16 touch (2d8)
Space 10 ft.; **Reach** 0 ft.
Base Atk +15; **Grp** —
Atk Options Point Blank Shot, penetration

Abilities Str 1, Dex 12, Con 16, Int 7, Wis 12, Cha 13
SQ hive mind
Feats Alertness, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Point Blank Shot, Skill Focus (climb)
Skills Climb +14, Listen +13, Spot +13

Acid (Ex) A swarm of abyssal ants can produce a shower of acidic spittle that works as a grenadelike weapon, dealing 2d8 points of acid damage on a direct hit and 1d4 points of splash damage to creatures within 5 feet of the target. Creatures directly hit by the acid take an additional 1d8 points of damage 1 round after being hit.

Hive Mind (Ex) An abyssal ant swarm has a hive mind, which makes it susceptible to mind-affecting spells. For purposes of such spells, the swarm is a single creature of the aberration type.

Penetration (Su) The swarm attack of an abyssal ant swarm penetrates damage reduction as if it were an evil magic weapon.

Ancient Abyssal Ghouls and Advanced Chasmes: These creatures are scavengers, feasting on the slowly regenerating flesh of the dead prisoners kept in the Wells of Darkness. This group of ghouls is on the way from one well to another,, but they don't hesitate to add the PCs to their menu. Both of these creatures are detailed in the Well of Arlgolcheir on page 67.

Custodians: The custodians are towering bodaks who have served as the caretakers of the Wells of Darkness as long as anyone can remember. Some believe that these undead monsters are the remnants of Ahazu's original cult, murdered by the armies of Orcus. Others maintain that the custodians were here even before then. In any event, they relentlessly patrol the Wells of Darkness, immediately attacking any off-plane intruders they encounter.

Custodian **CR 14**

Advanced elite bodak
CE Large undead
Monster Manual 28
Init +8; **Senses** darkvision 60 ft.; Listen +19, Spot +19
Aura death gaze (30 ft., DC 29)
Languages Common

AC 23, touch 13, flat-footed 19; Dodge, Mobility
hp 202 (27 HD); **DR** 10/cold iron
Immune electricity, undead traits
Resist acid 10, fire 10
Fort +8, **Ref** +12, **Will** +16
Weakness sunlight

Spd 20 ft.
Melee slam +20
Space 10 ft.; **Reach** 10 ft.
Base Atk +13; **Grp** +24

Abilities Str 24, Dex 18, Con —, Int 6, Wis 14, Cha 18
Feats Ability Focus (death gaze), Alertness, Dodge, Improved Initiative, Improved Natural Attack (slam), Improved Toughness, Irresistible Gaze, Mobility, Skill Focus (Move Silently), Weapon Focus (slam)
Skills Listen +19, Move Silently +37, Spot +19
Feats Improved Toughness (*Complete Warrior* 101) grants +1 hp/HD. Irresistible Gaze (*Serpent Kingdoms* 146) increases the save DC for the bodak's gaze weapon by +2; this stacks with Ability Focus (death gaze).

Varrangoin Berserkers: Periodically, flocks of varrangoin berserkers emerge from the ruined fortress of Overlook in search of a fight. They fly high above the landscape, looking for pilgrims or other interlopers to battle. If any varrangoin berserkers are killed in wandering encounters, make sure to reduce the number of berserkers at Overlook as appropriate. Statistics for varrangoin berserkers appear on page 71.

Thralls: From time to time, demons and cultists come to the Wells of Darkness to speak directly with their imprisoned masters. These groups can vary widely in makeup—one might be a single nalfeshnee seeking clues on how to release his ancient master Lazbral'thull, another could be a group of four succubi seeking to contact Shami-Amourae, while a third could be a group of tiefling cultists on a pilgrimage. Feel free to build up any manner of thralls for this encounter, but as a general rule, a thrall isn't seeking trouble. They might even be good sources of information about the Wells of Darkness.

Ahazu the Seizer Lore

Knowledge (the planes) Check

DC 35: Ahazu the Seizer was the demon lord of night and abduction, but he vanished from the multiverse long ago.

DC 40: Although the Wells of Darkness has no lord, many of its properties were established by Ahazu the Seizer.

DC 45: Ahazu the Seizer has become a prisoner of the Abyssal realm he created. He and his prisoners dwell in the void beyond the boundaries of the layer, a place known as Shattered Night. The Wells of Darkness are windows into this void, each one allowing observers to perceive one of Ahazu's prisoners.

Straying from the Path

It is dangerous to stray from the marble pathways that wend across the seventy-third layer of the Abyss. The rest of the layer is cloaked in a thin caustic mist to a height of approximately 20 ft. The presence of living creatures on or within 20 feet of the surface causes the mist to condense into a thick fog in their immediate vicinity. This fog is equivalent in effect to an *acid fog* spell (CL 20th), but it cannot be dispersed by strong winds. In addition, once every 1d4 rounds, creatures encased in the fog must make a DC 20 Will save or be driven insane, as if by the *insanity* spell.

Prisoners of the Wells

This adventure provides details on three Wells of Darkness: the Well of Arlgolcheir, the Well of Debased Eros, and the Well of the Seizer. It is possible that the PCs might wish to explore other wells across the layer. *Fiendish Codex 1: Hordes of the Abyss* discusses eight prisoners of Shattered Night, including Ansitif, Apep, Areex, Cabiri, Ebulon, Lazbral'thull, Ma Yuan, and Shami-Amourae, and notes four escapees, including Bayemon of the Unhealing Wound, the marilith queen Shaktari, Siragle the Ineffable, and Zzyczesiya. Other prisoners that can be found in regions outlying the central wells include the following entities.

Astaroth: This once-powerful tanar'ri prince had a gift for prophecy that didn't warn him about Gargauth, an exiled archdevil who once served Asmodeus as Treasurer of Hell. Gargauth has since acquired the mantle of divinity, but before then, he slew Astaroth in a terrific battle. Astaroth had sealed a bargain with Ahazu to be imprisoned here when he died, but has not yet achieved his promised resurrection. Astaroth acquired the name "Diabolus" for his infiltration of the ranks of Hell. From time to time, Gargauth still masquerades as Astaroth, and he still maintains several cults in the fallen demon lord's name. Although the Abyss continues to try to resurrect the fallen tanar'ri prince, the ever-present hellfire in Astaroth's well ignited by Gargauth continuously consumes Astaroth's reforming body.

Dahak: The great three-headed dragon spirit imprisoned here delighted in devouring the flesh of lawful good creatures, and today requires such a sacrifice before granting an audience to those who seek his wisdom. This serpent belongs to the Anurian Pantheon, one of the earliest human religions to develop upon the Great Wheel. Led by the lawful neutral sky deity Anu, this pantheon imprisoned Dahak here to prevent his relentless attacks that threatened their hold upon their subjects. Dahak knows the secrets of weather control and venomous serpents. He willingly shares this lore with those who offer fresh sacrifices, but supplicants must manage to avoid the carpet of snakes that writhes upon the platforms leading to his pool.

Echidna: The "Mother of Monsters" was a goddess of the Olympian Pantheon. Her well is dominated by a massive white marble statue depicting her as a nymph with the lower body of a serpent with speckled scales. The Well of Sirens is home to flocks of fiendish harpies, whose captivating songs have lured hundreds of pilgrims to their deaths. Great shrieks of harpies emerge from the well on rare occasions to herald the birth of a new child of Echidna, as Ahazu sometimes allows her progeny to escape his prison.

Kizarvidexus: This long-dead obyrith demon lord, described as a cloaked demonic figure with two long curved horns tipped in darkest red, served the Queen of Chaos in her war with the Wind-Dukes. Some time after Kizarvidexus destroyed the Wind Duke Zosiel, the demon himself was slain by another Wind Duke named Icosiol. Kizarvidexus's well contains a perpetual tornado that sweeps up the small bits of the Horned Duke's flesh that ooze from his well and scatters them across the layer to be eaten by abyssal ghouls and chasme.

Rr'ikin'aka: The King of Scorpions is an imprisoned tanar'ri lord who foolishly challenged Tharzax, the Chattering Prince, and Obox-ob, the Prince of Vermin, simultaneously for control of scorpions and their ilk. Rr'ikin'aka's well is now crushed beneath the husks of countless scorpions, whose decaying forms are considered a delicacy by the layer's ravenous scavengers.

Ungulex: Little is known about this long-imprisoned tanar'ri lord. He is believed to have been the first captive imprisoned in the Wells of Darkness, and has few if any followers. Ungulex's well is an empty shaft marked only by the haunting ghost-like sighs that echo through the pit from time to time.

The Well of Arlgolchier (EL 18)

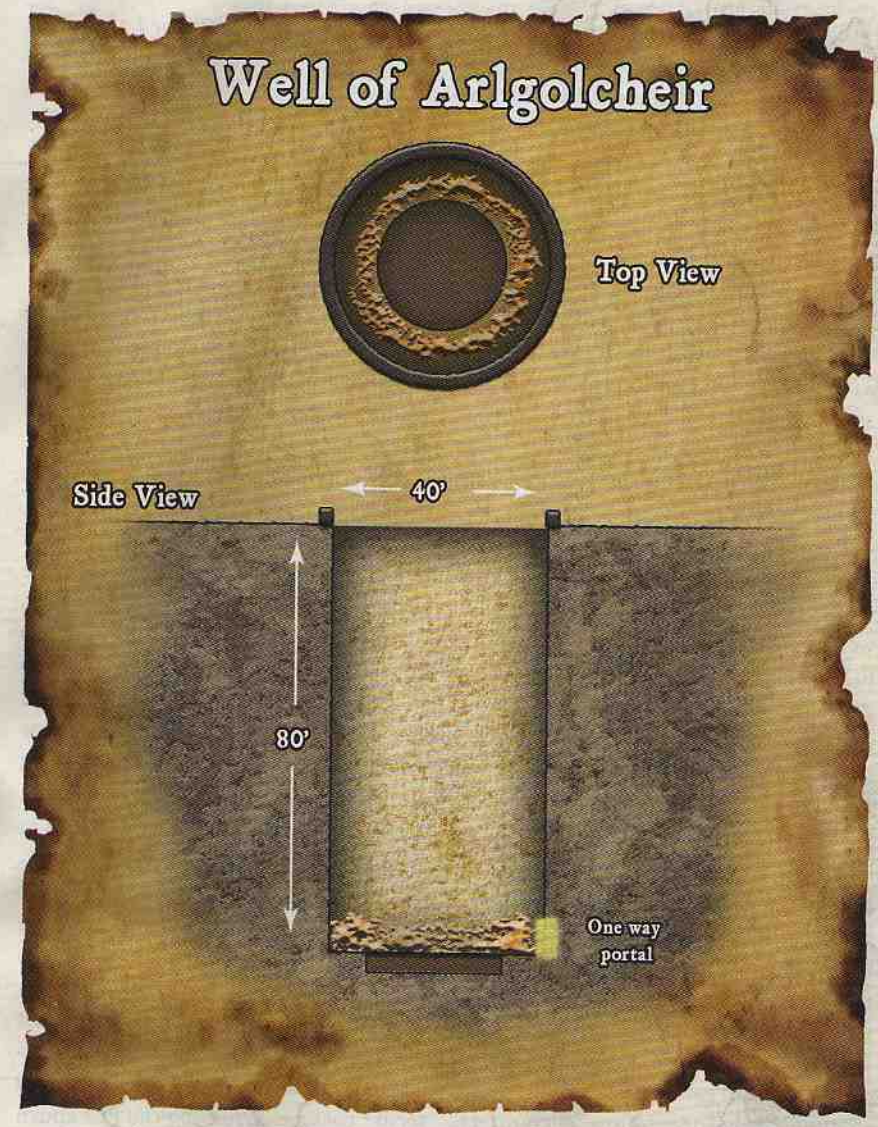
Like others who have sought a quick infusion of power, now-dead Arlgolcheir forged a pact with Ahazu, arrogantly pledging his body and essence if he ever died on another plane. As a result of the pact, Arlgolcheir rose quickly in power, eventually becoming a minor demon lord. However, the Seizer's terms came due after a trio of wizards from the Material Plane slew him many years ago. Now all that remains of the fallen demon is a corpulent pile of flesh that continues to seep through the inky black surface of this well as the Abyss slowly works to resurrect him.

This well has a unique feature—it is the arrival point of creatures who successfully utilize the Pit of Prisoners on Pazunia. Anyone who does so finds themselves appearing at the base of this well amidst heaping piles of rotted flesh oozing with foul-smelling liquids. Far above is a small circle of dim blue light. This portal is one-way; characters who lack a way to escape the Wells of Darkness on their own may be stranded here.

In the center of the pit's floor is the window into Arlgolchier's well. The pool itself appears to be a perfectly still, inky black liquid. The black surface yields to pressure, similar to a balloon filled with water. If the PCs stare into the depths of the pool, they perceive the vague outline of a corpulent, scaled figure with a three-pronged horn growing from the tip of his elongated snout. The body looks pale and lifeless and does not move—any attempt to communicate with the dead demon lord is destined to fail.

The walls of the shaft are smooth but not impossible to scale—a DC 30 Climb check allows a character to escape up into the open air above.

Creatures: The PCs are not the only creatures in the well. Several large, fly-



like demons with buzzing wings and six limbs, two of which end in long, thin-fingered hands, perch atop the rotting flesh. The head of each demon is vaguely humanoid, with a large hooked horn where its nose should be. Tufts of wiry hair sprout between the black plates covering its insect flesh. Also feasting on the decaying meat are several ghoul-like humanoids with bestial features, scaly skin, and digits ending in fearsome claws. Each creature has fearsome teeth and a foot-long tongue dangling from its mouth, trailing away into smoky incorporeality at its tip.

These creatures are scavengers—abyssal ghouls and chasme demons who feast upon Arlgolcheir's corpulent remains. The mounds of rotting flesh continue to grow and would eventually allow Arlgolcheir to regenerate if not for the scavengers' diligent efforts, keeping the Abyss from reforming the fallen demon lord. They react with furious anger at any perceived intrusion upon their banquet, and fight to the death. They do not pursue foes from the shaft, and if they are slain, more ghouls and chasmes arrive here to replace them in 2d4 hours.

Ancient Abyssal Ghoul (4) **CR 12**

Advanced abyssal ghoul
CE Medium undead
Fiend Folio 12

Init +7; **Senses** blindsight 90 ft., darkvision 60 ft., *deathwatch*; Listen +2, Spot +2
Languages Abyssal

AC 27, touch 13, flat-footed 24; Dodge, Mobility, improved uncanny dodge
hp 180 (24 HD)
Immune electricity, undead traits
Resist acid 20, cold 20, fire 20; **SR** 20
Fort +7, **Ref** +12, **Will** +16

Spd 40 ft.
Melee 2 front claws +19 (1d6+7 plus disease) and 2 rear claws +17 (2d6+3 plus disease)
Base Atk +12; **Grp** +19
Atk Options Spring Attack, improved grab, sneak attack +5d6
Special Actions wisdom drain

Abilities Str 25, Dex 16, Con —, Int 14, Wis 15, Cha 18
Feats Dodge, Improved Initiative, Improved Natural Attack (front claws, rear claws), Improved Toughness (+1 hp/HD), Lightning Reflexes, Mobility, Multiattack, Spring Attack
Skills Balance +32, Climb +34, Hide +30, Jump +40, Move Silently +30, Tumble +32

***Deathwatch* (Sp)** This ability functions as the spell of the same name, except that it's always active and allows the ghoul to observe death and life to a radius of 90 feet.
Disease (Ex) Any creature hit by an abyssal ghoul's claws must make a DC 22 Fortitude save or contract demon fever (*Dungeon Master's Guide* 292).
Wisdom Drain (Su) If an abyssal ghoul pins an opponent, it can drain 1d6 points of Wisdom with its smoky tongue on the same action. Each round thereafter it maintains the pin, it drains an additional 1d6 points of Wisdom.

Advanced Chasmes (4) **CR 12**

CR Large outsider (chaotic, evil, tanar'ri)
Fiendish Codex I 34
Init +3; **Senses** darkvision 60 ft.; Listen +18, Spot +18
Aura fear (5-ft. radius, DC 16)
Languages Abyssal, Celestial, Common; telepathy 100 ft.

AC 26, touch 12, flat-footed 23
hp 110 (13 HD); **DR** 10/cold iron or good
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 21
Fort +17, **Ref** +16, **Will** +15

Spd 30 ft., climb 30 ft., fly 50 ft. (perfect)
Melee 2 claws +17 (1d6+5 plus wounding) and bite +15
Space 10 ft.; **Reach** 5 ft.

Base Atk +13; **Grp** +22
Atk Options Flyby Attack, Power Attack
Special Actions drone, *summon tanar'ri*
Spell-Like Abilities (CL 9th, +15 ranged touch)
At will—*contagion* (DC 16), *darkness*, *desecrate*, *detect good*, *dispel magic*, *fly*, *greater teleport* (self plus 50 pound of objects only), *insect plague*, *protection from good* (DC 13), *ray of enfeeblement*, *see invisibility*, *telekinesis* (DC 17)
3/day—quickened *ray of enfeeblement*
1/day—*unholy aura* (DC 20)
Abilities Str 20, Dex 16, Con 18, Int 14, Wis 14, Cha 14
Feats Flyby Attack, Improved Natural Attack (claws), Multiattack, Power Attack, Quicken Spell-Like Ability (*ray of enfeeblement*)
Skills Bluff +18, Climb +29, Concentration +20, Hide +15, Intimidate +20, Listen +18, Move Silently +19, Search +18, Sense Motive +18, Spot +18
Drone (Su) As a full-round action, a chasme may beat its wings to create a droning buzz in a 60-foot-radius spread. All creatures in this area must make a DC 18 Will save or fall asleep for 2d10 rounds. The save DC is Charisma-based.
Fear Aura (Su) As a swift action, a chasme can create an aura of fear in a 5-foot-radius spread around it. This effect is otherwise identical to a *fear* spell (CL 12th, Will DC 16 negates). If the save is successful, the creature is immune to that chasme's fear aura for 24 hours. The save DC is Charisma-based.
***Summon Tanar'ri* (Sp)** Once per day, a chasme can attempt to summon 1d4 rutterkins (*Fiendish Codex I* 51) or 1 chasme with a 40% chance of success.
Wounding (Ex) A wound resulting from a chasme's attack bleeds for an additional 1 point of damage per round thereafter. Multiple wounds from such attacks result in cumulative bleeding loss. The bleeding can be stopped by a DC 10 Heal check or the application of any form of magical healing.

Development: If Shadowfire is with the PCs, he becomes quite agitated that the portal was a one-way trip. Knowing that he won't survive long here on his own, he remains with the PCs for his own protection, but his cowardice prevents him from being a useful ally in combat. If the PCs cannot escape this pit by climbing or flight, he might try to bargain for their protection with some of his scrolls. Once out of the well, he can still serve as a guide, if reluctantly, but once he realizes the PCs are serious about trying to free Shami-Amourae, he may well try to stop them by betraying them (most likely at some point in the Overlook), in a desperate attempt to earn points with his master, Demogorgon.

The Well of Debased Eros (EL 18)

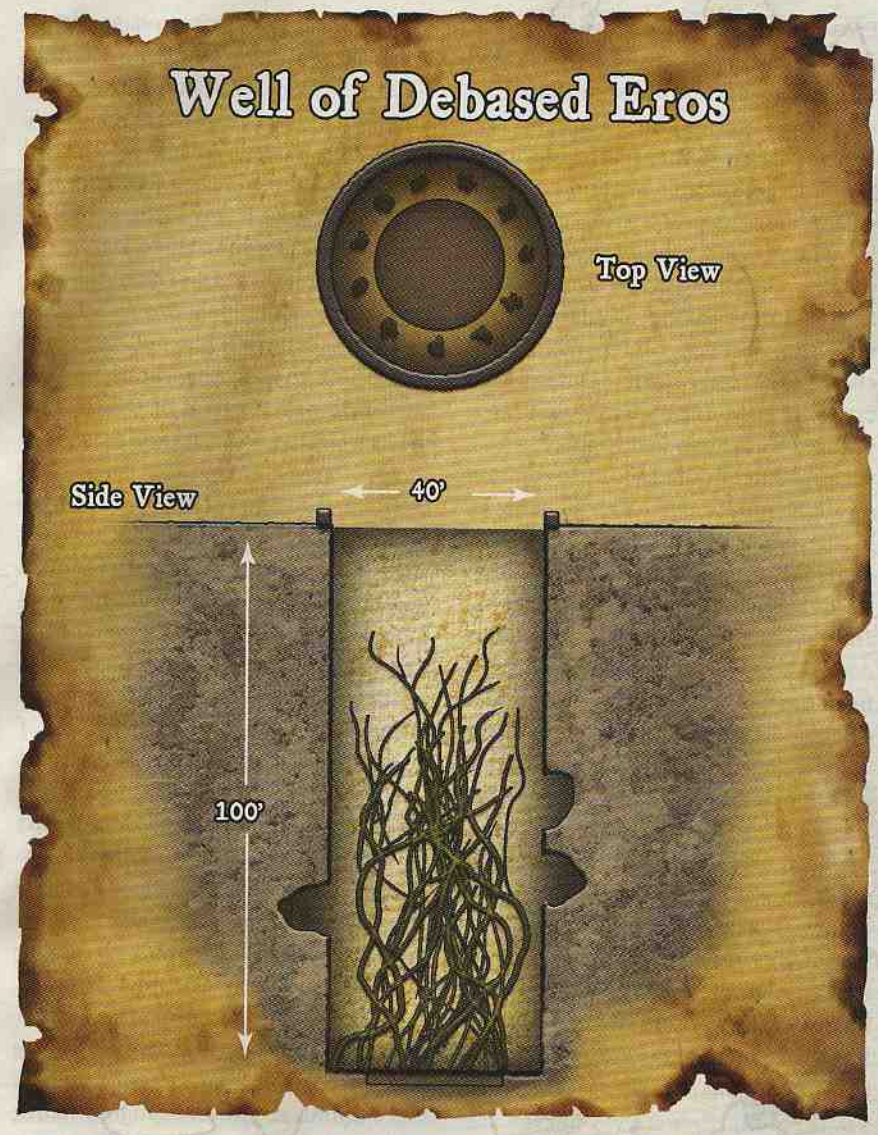
The Well of Debased Eros is named for its occupant, Shami-Amourae, the Lady of Delights, one-time lover of Demogorgon and one of the few creatures who knows Demogorgon's deepest secret and weakness. Finding which well belongs to her is a DC 30 Knowledge (the planes) check; if Shadowfire is with the PCs, he already knows were the well is (having learned its location while exploring parts of Abysm, Demogorgon's palace) and can lead them there. *Find the path* can lead the PCs directly to the well also, and if they're truly desperate they can wander the layer until they meet other pilgrims. Of course, the Wells of Darkness is not a particularly large realm; the PCs can discover which of the wells is the one they seek by trial and error in a relatively short amount of time, although this method likely forces more encounters with the region's menaces.

Once the PCs reach the Well of Debased Eros, the first things they hear are howls and shrieks of anger and hunger echoing up from the well's depths. Inside, a canopy of trees blocks sight of the well's floor. These trees are strangely verdant, heavy with bright red and purple fruits and colorful flowers. An intoxicating sent of exotic perfume rises up from the shaft, but underlying the pleasant odor is the smell of animal droppings and rotted flesh.

The Well of Debased Eros is 40 feet in diameter and 100 feet deep. The top third of the shaft is open. Descending this part of the shaft requires magical flight or a successful DC 20 Climb check. The bottom two-thirds of the shaft are packed tight with branches and foliage from the copse of entwined trees that have sprung up around the window into Shami-Amourae's prison. This section of the well is considered heavy undergrowth (*Dungeon Master's Guide* 87). Flight and climbing is possible, but the thick growth reduces movement to one-quarter normal. The druidic ability woodland stride negates this movement penalty.

Creatures: Demogorgon didn't simply place Shami-Amourae in one of the most notorious prisons in the multiverse. He also made sure that her cell was guarded by three groups of monstrous defenders. The first of these groups dwells in the tangle of tree branches in this well, and in narrow clefts they've dug out of the shaft walls over the ages. These are Abyss-tainted aberrations known as gorallons, monstrous abominations only dimly related to the four-armed girallon. Demogorgon originally placed them here because they could navigate the trees with ease, and because he took pleasure in their simian shapes. However, the gorallons have proved susceptible to the seductions of Shami-Amourae's succubi followers, often trading passage to the well below in exchange for satisfying their base desires. As such, the gorallons do not immediately attack but approach cautiously and crudely gesture at the most comely individuals among the PCs, suggesting a nightmare exchange of favors to secure passage. Assuming the PCs spurn any such offers, the gorallons immediately attack, using their ability to navigate the treacherous terrain to their advantage.

GORALLONS (4) **CR 14**
Corrupted advanced girallon
CE Huge aberration (augmented magical beast)
Monster Manual 126, *Book of Vile Darkness* 186
Init +3; **Senses** darkvision 60 ft., low-light vision, scent; Listen +0, Spot +11
AC 26, touch 11, flat-footed 23; Dodge, Mobility
hp 241 (21 HD); fast healing 10; **DR** 10/magic
Fort +18, **Ref** +15, **Will** +8
Spd 40 ft., climb 40 ft.
Melee* 4 claws +26 (1d8+17 plus 10 vile) and bite +24 (3d6+11 plus 10 vile)
Space 15 ft.; **Reach** 15 ft.
Base Atk +21; **Grp** +41



Atk Options Power Attack, Spring Attack, rend 3d6+18 plus 10 vile
*5-point Power Attack

Abilities Str 34, Dex 17, Con 22, Int 2, Wis 10, Cha 5
Feats Brachiation, Dodge, Improved Initiative, Iron Will, Mobility, Multiattack, Power Attack, Spring Attack
Skills Climb +20, Move Silently +13, Spot +11

Disruptive Attack (Su) A gorallon inflicts an additional 10 points of vile damage each time it damages a foe with a natural attack. Vile damage can only be healed in an area under the effect of *consecrate* or *hallow*.
Feats Brachiation (*Complete Adventurer* 106) allows a gorallon to move through wooded areas at its base land speed, ignoring any effects on movement due to terrain. It must be at least 20 feet from the ground; this ability only works in medium and dense forests.

Treasure: The gorallons dwell in four individual niches carved into the walls of the shaft. Each niche contains an assortment of gifts received from succubi en route to the Pool of Debased Eros and treasures stolen from slain intruders. In total, the gorallons possess gems and artwork worth 10,000 gp as well as a suit of *demon armor* and an *efreeti bottle*.

Wardens of the Well (EL 17)

At the bottom of the shaft lies a pool of inky black liquid. The banks of the pool hold the roots of a dozen great trees, whose upper reaches form the dense canopy above.

Creature: A massive spidery creature stands atop the surface of the pool. Three times as tall as a humanoid, its forelegs end in massive cleavers. Four bulbous eyes, a malevolent gleam in each one, rise out of the spider's carapace. This is Demogorgon's secondary guardian, the warden of the well, a specialized retriever granted a modicum of intelligence and an aura that suppresses teleportation. The warden only attacks if provoked or if someone attempts to free Shami-Amourae (no matter how futile). The wording of its standing orders allows (perhaps unintentionally) creatures to approach peacefully and touch the surface of the pool unmolested. When the PCs first visit the well, they are unlikely to arouse the warden's anger, but when they return later, armed with the knowledge of how to free Shami-Amourae, the spidery guardian quickly moves to attack, fighting to the death.

Warden of the Well **CR 17**
Variant retriever
CE Gargantuan construct
Monster Manual 46
Init +5; **Senses** darkvision 60 ft., low-light vision; Listen +16, Spot +16
Aura guard target (60-ft. radius)
Languages Abyssal

AC 25, touch 11, flat-footed 20; Dodge, Mobility
hp 255 (30 HD); fast healing 10
Immune construct traits
Resist acid 10, cold 10, electricity 10, fire 10; **SR** 28
Fort +9, **Ref** +14, **Will** +10

Spd 50 ft.; air walk
Melee* 4 claws +27 (4d6+29/19–20)
Ranged eye ray +23 touch (12d6 fire or cold or electricity, or petrification)
Space 20 ft.; **Reach** 15 ft.
Base Atk +22; **Grp** +53
Atk Options Cleave, Combat Expertise, Great Cleave, Power Attack, Spring Attack, Whirlwind Attack
*10-point Power Attack

Abilities Str 48, Dex 20, Con —, Int 5, Wis 13, Cha 10
Feats Cleave, Combat Expertise, Dodge, Great Cleave, Improved Critical (claw), Improved Natural Attack (claw), Improved Toughness (+1 hp/HD), Mobility, Power Attack, Spring Attack, Whirlwind Attack

Shami-Amourae Lore

Knowledge (the Planes) check

DC 30: Shami-Amourae, the Lady of Delights, is a fallen demon lord who once aspired to the title of Queen of the Succubi.

DC 35: The cult of Shami-Amourae, known as the Disciples of Delight, has largely collapsed since the disappearance of the Lady of Delights. However, disciples bearing her sign are seen from time to time in the town of Broken Reach on the Plain of Infinite Portals.

DC 40: Shami-Amourae once played the role of consort to Demogorgon, but the Prince of Demons spurned her in favor of Malcanthet, Queen of the Succubi. Rumor holds that Demogorgon had her imprisoned in the Wells of Darkness.

DC 45: Red Shroud, leader of Broken Reach, possesses the *tooth of Shami-Amourae*, one of the *teeth of Dahlver-Nar*.

Skills Listen +16, Spot +16

Air Walk (Su) The warden of the well continuously *air walks*, as the spell. This effect cannot be dispelled.

Guard Target (Su) The warden of the well radiates a *dimensional lock* aura, as the spell. It can suppress and activate this effect as an immediate action, effectively controlling who and what can teleport into or out of this area.

Pool of Debased Eros

Anyone who peers into the depths of the black pool at the base of this well perceives the vague outline of a succubus with pale skin, golden hair, and slowly fluttering bat wings. She appears to have some sort of green necklace hanging from her neck and wears the tattered rags of a once magnificent gown.

Creatures: Shami-Amourae was a minor demon lord before she was imprisoned here by Demogorgon and Malcanthet, yet now, she is little more than a fading memory. She can communicate via limited telepathy, and then only with creatures in physical contact with the surface of the Pool of Debased Eros. Both participants in a telepathic conversation must make a DC 25 Will save each round in order to express or receive a single, simple thought, and even then, Shami-Amourae has difficulty forming recognizable words.

Demogorgon's third guardian is a fiendish symbiont known as a chokesnake. Before he imprisoned Shami-Amourae, he implanted her with this serpent. Molypente, as the chokesnake calls itself, remains in a catatonic state until Shami-Amourae is released from Shattered Night.

Despite her limited ability to communicate, Shami-Amourae uses all her wiles in a desperate bid for freedom. The Lady of Delights knows that the only things of any value that she still retains are her secrets, and under no circumstances does she reveal them unless first freed from Shattered Night. Shami-Amourae does not know how she might be freed, but she does know that Red Shroud has been looking into this conundrum. She also knows that at least one other force dwells in Shattered Night with her—she can sometimes hear his dreams and nightmares, and knows he is the architect of this prison. If anything knows how to escape, it is the one who built this place, one who is imprisoned here like she is. Yet she knows no more about this entity... not even its name.

PART THREE: AUDIENCE WITH AHAZU

Freeing a prisoner from one of the Wells of Darkness is a daunting task—such a thing has only occurred four times before, and each time the method used to free the prisoner was wildly different. Mortal magic has no effect on the wells, and cannot pierce its way to Shattered Night. The gods themselves might be able to open the gates to Shattered Night, but since Echidna attempted to unleash the prisoners eons ago to flood Asgard with the released monsters, only to become trapped herself when the Abyss itself rebelled against her, the gods have been wary about dabbling in the dangerous workings of this ancient realm.

Yet if the PCs dig deep enough (by making the appropriate Knowledge checks, casting the right divination spells, or by asking the right questions of certain NPCs), they can learn something quite interesting. This realm was not always a prison; it was made such by a vanished demon lord named Ahazu the Seizer.

Ahazu holds the key to each Well of Darkness, yet he himself is one of the realm's prisoners—his own cell the only one he does not hold the key for. Ahazu's location is a secret, but not one that's impossible to discover—he is imprisoned below the fortress of Overlook at the heart of the Wells of Darkness.

Overlook (EL 18)

At the top of the tallest tor of this layer of the Abyss sits a ruined fortress built of blood-red marble and dominated by a massive corner tower. These are the ruins of Overlook. Once the stronghold of the cult of Ahazu, the fortress was assaulted long ago by the armies of Orcus. Today, the fortress has returned to these cultists, after a fashion, for a coven of dangerous undead varrangoins have claimed the place as their own. Other undead and flocks of rager varrangoin minions haunt the run-down halls and marvelous inner chambers of this structure, repelling demonic incursions and guarding the secrets held within. The varrangoin tribe is fairly large, including a ruling coven of three anima arcanist varrangoin liches and 20 rager varrangoin barbarians. The rager varrangoins have formed four flocks, each consisting of four rager varrangoins. Although the entire colony holds allegiance to their three undead commanders, each flock keeps largely to itself, and individual flocks are often absent for days at a time as they cavort in the skies above or the hills below.

This once-grand edifice is now crumbling. Several holes in the walls open into the structure's interior, giving easy access to once-grand chambers within. Within the structure, wooden floors hang in various states of disrepair and caked in guano. A wooden staircase once spiraled up the interior wall, but large sections have collapsed and fallen to the stone floor at the base of the tower. Most chambers are open to the

cold sky above, the main tower being the only section that still retains a roof.

A few of the smaller rooms of the fortress are more or less intact. Here and there, a few eerie paintings still adorn the walls, but rectangular discolorations suggest many others have been removed. Each of the remaining paintings is more disturbing then the last, depicting scenes of horror and chaos that could only exist amidst the Infinite Planes of the Abyss.

Creatures: At any one time, only two flocks of varrangoins are present at Overlook. When the PCs approach the fortress and begin to explore its ruins, they are likely spotted by at least one flock. If the PCs use stealth and subterfuge and move quickly, they may be able to explore much of the Overlook without alerting them, but sooner or later they'll stumble upon a nest of the batlike monsters.

VARRANGOIN BERSERKERS (4) **CR 14**

Rager varrangoin barbarian 4
CE Medium magical beast
Fiend Folio 184
Init +3; **Senses** darkvision 60 ft., low-light vision; Listen +15, Spot +15
Languages Abyssal, Varrangoin

AC 21, touch 13, flat-footed 18; improved uncanny dodge
hp 118 (12 HD); **DR** 10/cold iron, 3/—
Immune mind-affecting effects
Resist acid 10, cold 10, electricity 10, fire 10; **SR** 22
Fort +12, **Ref** +10, **Will** +4
Weakness bright light sensitivity

Spd 30 ft., fly 50 ft. (good)
Melee 2 claws +20 (1d8+7) and bite +17 (1d6+3) and tail sting +17 (1d4+3 plus poison)
Base Atk +12; **Grp** +19
Atk Options Flyby Attack, Power Attack, Snatch, greater rage 4/day, rend 2d4+7
Spell-Like Abilities (CL 8th) 2/day—*dispel magic*, *fear* (DC 14)

Abilities Str 24, Dex 17, Con 18, Int 10, Wis 12, Cha 10
SQ extra action, trap sense +4
Feats Flyby Attack, Improved Natural Attack (claw), Multiattack, Power Attack, Snatch, Weapon Focus (claw)
Skills Hide +8, Listen +15, Move Silently +8, Spot +15

Extra Action (Su) A rager varrangoin can take an extra move or single attack action each round.
Light Sensitivity (Ex) A varrangoin exposed to bright light (such as a *daylight* spell) is blinded for 1 round. Thereafter, as long as the light persists, it takes a –1 circumstance penalty on all attack rolls, saves, and skill checks.
Poison (Ex) Injury, Fortitude DC 18, 1d6 Dex/1d6 Dex.
Rage When a varrangoin berserker rages, its statistics change as follows:
AC 19, touch 11, flat-footed 16
hp 154
Fort +15, **Will** +7
Melee 2 claws +23 (1d8+10) and bite +20 (1d6+5) and tail sting +20 (1d4+5 plus poison)
Grp +22
Abilities Str 30, Con 24

Development: Several individual varrangoins in various flocks are directly or indirectly in the employ of the various demon lords. The lords of the Abyss keep a close watch on attempts to free creatures imprisoned in the Wells of Darkness. If the PCs get caught up in open battle with the varrangoin tribe, some of the creatures steal away to alert their contacts, which then attracts a variety of magical divinations targeted at the fortress. In this fashion, all of the demon lords the PCs might encounter in "Enemies of my Enemy" become aware of the PCs' actions and possibly even their fighting tactics. From this point on, and certainly from the point of Shami-Amourae's release, the PCs are no longer unknown to the Lords of the Abyss.

Overlook Tower (EL 18)

In the corner of the fortress of Overlook stands a massive round tower, seven stories in height and twice the diameter of the lesser round tower. The walls of the great tower are pierced with holes in places, as if a massive siege engine punched holes throughout the structure, but the whole remains sturdy and upright. The tower's inner chamber (and the well of Ahazu below) is protected by an ancient *forbiddance* spell (CL 20th) keyed to chaotic evil; this prevents creatures from teleporting into or out of the tower, but more to the point, any non-chaotic evil creature that enters the tower must make a DC 28 Will save to avoid taking damage.

Within, the Great Tower is revealed to be a single immense chamber. This chamber once served the Fraternity of Order as a base of operations, and while most traces of their stay here have been

Overlook Lore

Knowledge (the Planes) check

DC 25: When Ulricon of the Fraternity of Order discovered this layer of the Abyss, he claimed a ruined fortress atop the layer's highest tor as a base from which to further his investigations of the Wells of Darkness. That fortress is now thought to be home to wraiths and spectres, possibly formed from the remnants of Ulricon's followers.

DC 30: The marvelous inner chambers of this structure allegedly include a scale model of the entire layer, complete with inky pools marked with the demonic seals of their inhabitants. Many demons believe that the fortress protects some sort of controlling mechanism for the layer, but if so no one has yet figured out how to make it work.

DC 35: The fortress of Overlook was originally constructed by the Cult of Ahazu the Seizer, demon lord of the night and abduction. The cult was destroyed by Orcusafter the followers of Ahazu tried and failed to imprison him as an offering to their patron. It was well after this destruction that Ulricon first catalouged this layer of the Abyss.

DC 40: The fortress of Overlook is now home to a tribe of varrangoins, oft-mistaken for the undead thought to roam its halls. The varrangoins are extremely protective of some great secret in the heart of Overlook.

DC 45: Ulricon and his followers were forced to flee after trying to bind Ahazu the Seizer to their will. In failing, they summoned forth the Spawn of Ahazu, who now haunt the lower reaches of the fortress of Overlook and are responsible for the occasional appearances of wraiths and spectres . The fate of Ulricon is unknown.

removed by the varrangoins, they chose to leave the collection of strange paintings that hang on the walls. These paintings are detailed below, in Treasure.

The center of the floor of the chamber is a circular mosaic, 40 feet in diameter, made of hundreds of stone tiles. The tiles create a scale model of the entire layer, complete with inky pools marked with the demonic seals of their inhabitants. In the center of the layer, where the fortress of Overlook should sit atop the layer's tallest tor, is instead the Pool of Ahazu.

Each individual tile can be depressed a fraction of an inch; when depressed, a tile turns black, making it possible to create patterns in the floor. The mosaic is actually the key to opening the well of Ahazu, below. The door can be unlocked and opened by pressing down tiles in the pattern of the sign of Ahazu. Once the correct tiles are depressed, the circular section of floor rumbles for one round, giving any creatures standing on it time to clamber to safety. At the end of the round, the tiles fold outward in a clattering storm, overlapping impossibly back on themselves as if they had no depth at all until they fold neatly into the rim of the upper edge of the exposed shaft. This is the well of Ahazu—its contents are described in the next section. Once opened, the mosaic door remains so for one minute before closing; it can be opened again from below by a single touch.

There are no clues in the room to indicate that it is the sign of Ahazu that opens this unusual door. Divination magic like *commune* can provide some clues (if the right questions are asked), but if one of the PCs possesses the *tooth of Ahazu*, a powerful compulsion to craft Ahazu's sign on the tiles overtakes him as soon as he enters this chamber. He need not act on this compulsion, but if he wishes to submit, he can quickly make the sign in one minute, doing so almost as an automation. He need not have the tooth in his jaw; possession alone is enough to trigger this compulsion.

A DC 30 Search of the mosaic is enough to reveal that it is some sort of door triggered by depressing the tiles in a specific order, yet does not provide clues as to what the pattern is. A DC 50 Open Lock check allows a character to bypass the complicated lock. For purposes of *knock*, the entire mosaic counts a single door—and as such is far too large to be opened by such magic. *Wish* and *miracle* can certainly open the door as well if the PCs get frustrated enough.

Characters still standing on the door when it opens plummet 200 feet to the floor of the well below, taking 20d6 points of falling damage. In addition, they must make a DC 25 Reflex save to avoid landing upon the planar tear at the shaft's base, with results detailed in the next section.

Creatures: Overlook Tower is the province of the Spawn of Ahazu, a flock of four nightwings that dwell in the ruins immediately surrounding the tower. These undead monsters cling to the walls and roof of the tower's upper reaches, remaining invisible and constantly alert for any intruders. They react to intrusions in the tower with *fingers of death* at the intruders, then swoop down to finish off any survivors.

Nightwings (4): hp 144 each; *Monster Manual* 197.

Treasure: The works of art that line the walls of the catacombs were placed here by the Fraternity of Order and reflect the order's discoveries in their attempt to catalog the Abyss. Ulricon the Necromancer employed the paintings as teaching aids for his apprentices. As a whole, the incredible collection is worth approximately 30,000 gp.

Two paintings are obviously different from the others; their value is separate from the collection as a whole. The first unusual painting depicts a lush Abyssal landscape bathed in a harsh blue light. A dozen cities are shown in the painting, which is detailed enough to serve as a map. The painting is labeled "Gallenshu" and depicts the 377th layer of the Abyss as it appeared long ago, when huge flocks of varrangoins made their home here. The Plains of Gallenshu are now cloaked in dust, but this painting would be very useful for an explorer seeking to uncover the buried ruins of varrangoin cities. This painting is worth 5,000 gp.

The second painting depicts a thriving city built in the heart of a great rift in the side of a mountain surrounded by jungle. The largest structures are step-pyramids suggestive of the Olman cities of the Amedio Jungle. The painting is labeled "Xuxulieto" and depicts the Forbidden City of the Xaro Mountains in Hepmonaland at its height. This painting is worth 2,500 gp.

The Well of Ahazu (EL 21)

The walls of the shaft are gouged and pitted, as if a great beast had clawed its way into the depths long ago. Several hundred feet below ripples the glint of inky black liquid. Thousands of horrifically silent ants cling to the upper walls, their cold blue eyes and dripping mandibles eerie in their stillness.

The Well of the Seizer is the greatest of the Wells of Darkness, the last of the shafts dug by Ahazu and the only one that leads directly into Shattered Night by way of a planar tear. The shaft is 40 feet in diameter and 200 feet deep. At its base, the ground is cold and stony. A 20-foot-diameter glossy black pool ripples in the center of the floor, and in the 10-foot-wide ring around the pool are stacked hundreds of books, scrolls, and stone tablets; the vast library of the Keepers of Ahazu. Interspersed among these books are strange perches made of bones on which the batlike liches rest, each standing near a twisted lectern.

The pool in the center of the room is the planar rift to Shattered Night and the window into Ahazu's prison; it is detailed in the next section.

Creatures: The ruling coven of the varrangoins spend most of their time ensconced within this chamber, studying their collection of blasphemous tomes or communing with Ahazu. The ants that cling to the upper walls of the shaft consist of three swarms of abyssal ants; they silently, but as one mind, each look upward to glare at the PCs from their thousands of eyes as the door to the shaft is opened. An instant later,

the swarms surge upward to assault the PCs.

Once the PCs defeat the abyssal ants, or as soon as anyone attempts to reach the bottom of the shaft, the true horrors dwelling within move to defend the well of Ahazu. These three arcanist varrangoins are not only binders, and thus able to harness the power of Ahazu's vestige directly, but have also discovered a method of attaining lichdom that bypasses the need of a phylactery. Effectively, the well itself is their phylactery—if they are destroyed, their spirits move into Shattered Night to be absorbed by Ahazu, yet until then they are effectively immortal. Although also capable of allowing non-humanoid creatures to become liches, the game effects of this variant form of lich are otherwise identical to the standard lich template.

Keeper of Ahazu

NARDELEM, ILLYNYM, AND ELVORAK; KEEPERS OF AHAZU (3) **CR 16**

Male arcanist varrangoin lich binder 3/anima mage 2

CE Medium undead (augmented magical beast)

Fiend Folio 182, *Monster Manual* 166, *Tome of Magic* 10, 50

Init +6; **Senses** blindsight 25 ft., darkvision 60 ft., low-light vision, Listen +11, Spot +11

Aura fear (60-ft. radius, DC 19)

Languages Abyssal, Celestial, Common, Infernal, Undercommon, Varrangoin

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AC 34, touch 21, flat-footed 28

hp 84 (99 with *false life*, 13 HD); **DR** 15/bludgeoning and magic

Immune cold, electricity, spells of 3rd level or lower, undead traits

Resist acid 10, cold 10, electricity 10, fire 10; **SR** 22

Fort +10, **Ref** +13, **Will** +12

Weakness bright light sensitivity

Spd 20 ft., fly 50 ft. (good)

Melee 2 claws +17 (1d4+1) and bite +15 (1d6) and tail sting +15 (1d4 plus poison) or touch +17 (1d8+5 plus paralysis [DC 19]) or Ahazu's touch +17 (*unholy blight*, CL 5th, see appendix)

Base Atk +11; **Grp** +12

Special Actions Ahazu's abduction (CL 5th, see appendix), soul binding (1 vestige)

Spells Prepared (CL 11th, +17 ranged touch)

6th—*chain lightning* (DC 23), *greater dispel magic*, *mislead*

5th—*cone of cold* (DC 22), *teleport*, *wall of force*

4th—*dimension door*, *fire shield*, *enervation*, *fear* (DC 21)

3rd—extended *false life* (already cast), *fireball* (DC 20), *lightning bolt* (DC 20), *slow* (DC 19), *vampiric touch*

2nd—*blindness/deafness* (DC 19), *cat's grace*, *invisibility*, extended *mage armor* (already cast), *scorching ray*, *shatter* (DC 19),

1st—*burning hands* (DC 18), *grease* (DC 17), *magic missile* (3), *ray of enfeeblement*

0—*detect magic* (2), *ghost sound* (DC 16), *message*

Spell-Like Abilities (CL 8th)

2/day—*dispel magic*

1/day—*arcane eye*, *baleful polymorph* (DC 18), *flesh to stone* (DC 19), *mirror image*, *polymorph*

Abilities Str 12, Dex 22, Con —, Int 22, Wis 17, Cha 16

SQ *contingency*, pact augmentation (1 ability), suppress sign, +4 turn resistance

Feats Craft Wand, Craft Wondrous Item, Multiattack, Extend Spell, Scribe Scroll, Spell Focus (evocation), Spell Focus (necromancy), Weapon Finesse

Skills Concentration +16, Hide +25, Intimidate +19, Knowledge (arcana) +19, Knowledge (history) +14, Knowledge (the planes) +19, Listen +11, Move Silently +25, Search +14, Sense Motive +11, Spellcraft +23, Spot +11

Possessions *ring of protection +4*, *ring of force shield*, *tripartite amulet of the hive mind*

Contingency If a keeper of Ahazu takes damage, a *displacement* spell activates on him.

Exploit Vestige (Su) A keeper can choose to not gain the benefits of one ability granted by a bound vestige in order to gain one additional arcane spell slot per day of any level up to the highest he can cast. Since they are undead, they typically use this ability to turn their void mind power into an additional 6th level spell.

Immunity to Spells (Su) An arcanist varrangoin ignores the effects of spells and spell-like abilities of 3rd level or lower, just as if the spellcaster had failed to overcome spell resistance. The varrangoin can deactivate or activate this ability as a free action.

Light Sensitivity (Ex) A varrangoin exposed to bright light (such as a *daylight* spell)

is blinded for 1 round. Thereafter, as long as the light persists, he takes a –1 circumstance penalty on all attack rolls, saves, and skill checks.

Pact Augmentation (Su) As long as a keeper has a vestige bound, he gains a +1 insight bonus to his Armor Class.

Poison (Ex) Injury, Fortitude DC 16, 1d6 Dex/1d6 Dex.

Soul Binding (Su) The keepers of Ahazu can bind a vestige to their soul, gaining supernatural abilities as a result of the pact. These varrangoin have bound the vestige of Ahazu to them, and the special abilities granted are incorporated into their stat blocks above. For further information about this key binder power, see *Tome of Magic*. The keepers have a binding check of +8.

Suppress Sign (Ex) Although the keepers can normally suppress the sign of Ahazu (a mouth that seeps black smoke) they never choose to do so.

Abyssal Ant Swarms: hp 150 each; see page 65.

Tactics: The three varrangoin liches have used their *tripartite amulets of the hive mind* to secure the cooperation and allegiance of the abyssal ant swarms, and prefer to leave the protection of their sanctum to them. If the ants are defeated, or if the PCs otherwise bypass them and enter the lower reaches of the shaft, the three liches take matters into their own claws and join the battle. Their first act is to seal themselves in with three *walls of force*, hopefully giving them time to cast several defensive spells on themselves, including *mirror image*, *fire shield*, *cat's grace*, and *invisibility*. Once they're ready, they lower the *walls of force* and begin the battle by casting their most devastating spells. Since they merge with Ahazu if slain, the liches attempt to escape if brought below 30 hit points, using *mislead* to escape the tower and then teleporting elsewhere in the Wells of Darkness once they're free of the *forbiddance* effect, thereafter regrouping at a prearranged spot (the well of Ungulex) so they can plan their revenge against the PCs.

Treasure: The hundreds of books present here constitute a poorly organized but well-stocked library focusing on the mysteries of the Abyss, with a particular focus on dead and forgotten demon lords. The entire collection, if organized, grants a +10 circumstance bonus on any Knowledge (the planes) check made to determine information about this topic. The collection is large enough that it can fill a *portable hole*, but if transported to civilization is worth 12,000 gp as a whole. The collection may have an even greater value to the PCs, however, in the next adventure, when they may need a bargaining chip to secure the aid of Iggwilv the Witch Queen.

Also present here are dozens of spellbooks. Many of them are the books of the three varrangoin liches, but a collection of a dozen are all emblazoned with the mark of Ulricon the Necromancer. This multi-volume collection contains every wizard spell in the *Player's Handbook*, with the exception of illusion and enchantment spells (Ulricon's prohibited schools). At your discretion, additional necromancy spells from other sources may be found in these tomes as well. No trace of Ulricon is apparent, as the doomed necromancer was pulled into Shattered Night long ago to merge with Ahazu.

A DC 30 Search of the books reveals one nameless tome filled blank pages. A hole has been cut into the pages, creating a nook in which is hidden an *amulet of the planes*.

The final treasure to be found here, however, overshadows the rest. Sitting almost casually on one of the lecterns is a large closed tome—this is a copy of the infamous *Demonomicon of Iggwilv*, and is easily the cabal's most valued item. This infamous treatise on the Abyss and the demon lords who rule its realms is priceless, especially as it constitutes a heretofore unsuspected seventh copy of the book. As with the collection of other books here, this book can be a potent bargaining chip for the PCs in the next adventure when they meet the book's beautiful author. The *Demonomicon of Iggwilv's* contents are detailed in issue #336 of DRAGON magazine, but its contents and powers are summarized in the appendix to this adventure.

Communion with Ahazu

Like the Pool of Arlgolcheir and the Pool of Debased Eros, the Pool of Ahazu appears to be made of a perfectly still, inky black liquid. If the PCs stare into the depths of the pool, they perceive a dark-skinned, naked humanoid shape with bat-like wings, an elongated head, and long, thin arms. His legs trail away into nothingness and his skin is smooth and devoid of obvious features. His face is dominated by a mouth filled with hundreds of needle-sharp fangs and his sunken eyes seem to have almost withdrawn into his skull. This creature is none other than Ahazu the Seizer, the demon lord who created the Wells of Darkness only to become one of its most enigmatic prisoners.

Unlike the other pools, the Pool of Ahazu is actually a planar tear. Contact with the pool's surface causes the black liquid to extrude dozens of tendrils that writhe and clamber up the length of whatever they touch. An object thrown into the pool is engulfed and drawn into Shattered Night in the space of one round—this item is effectively annihilated and gone forever. Artifacts placed on the pool simply rest upon the surface; the tendrils slither and grasp at the artifact but cannot draw it into Shattered Night.

In order to convince Ahazu to release Shami-Amourae from the Well of Debased Eros, the PCs must forge a demonic pact with the Seizer. In its simplest form, such a pact requires three things: the ability to communicate with Ahazu, a successful DC 40 Diplomacy check, and a willingness to agree to Ahazu's minimum requirements. There are several ways to achieve these requirements, depending on the composition of the party and its past successes.

Making Contact: As with the other wells of darkness, any creature who physically touches the Pool of Ahazu can speak telepathically with Ahazu the Seizer. Telepathic contact with Ahazu is much simpler than with any of his prisoners, requiring only that Ahazu and the creature who desires to converse with him touch the "window" of the pool. This is, unfortunately, the most danger-

ous way to establish telepathic contact with the Seizer.

A living creature that touches the pool must make a DC 30 Will save. If that creature carries the *tooth of Ahazu*, he gains a +10 circumstance bonus to this save; if he wears the tooth in his jaw, he automatically makes the save. Success indicates that his mind contacts that of Ahazu, and he may communicate freely with the imprisoned demon lord. Failure indicates that the character is drawn into the pool over the course of one round as a large facelike wave rises from the pool to engulf him. Others may attempt to rescue the doomed character by pulling him free with a DC 25 Strength check or by casting *dispel evil* or *dispel chaos* on the pool (which causes the tendrils to go dormant for one round). Once a character is drawn into Shattered Night, his body and soul are absorbed and become one with Ahazu—given enough absorbed lives, Ahazu can emerge from Shattered Night as a god. This is the true purpose of his self-imposed imprisonment. The number of lives he must absorb is left to you to determine. A creature absorbed in this manner is gone forever—*wish* and *miracle* notwithstanding. The direct intervention of a deity could perhaps restore the character to existence, but doing so may have unforeseen repercussions on that deity left to you to determine.

There are two other methods of contacting Ahazu. The spell *contact other plane* works to put a mind in contact with the demon lord without the need to touch the pool's surface. *Wish* and *miracle* can achieve this same end by duplicating *contact other plane's* effects. Alternately, a binder (see *Tome of Magic*) who binds Ahazu as a vestige can communicate with him as long as he remains within 30 feet of the pool's surface.

Making the Request: Ahazu is a terrifying demon lord whose words ring with the cold, lonely emptiness of the void. He clutches his prisoners like precious jewels and is loathe to let even one detainee escape his grasp. Before he'll even entertain a request to free a prisoner, the PC in communion with Ahazu must make a DC 40 Diplomacy check. If the PC making the Diplomacy check possesses the *tooth of Ahazu*, he receives a +5 circumstance bonus. If the PC making the Diplomacy check displays the sign of Ahazu (as a result of having implanted the tooth of Ahazu in his mouth or having bound Ahazu as a vestige), he receives a +10 circumstance bonus on his Diplomacy check. If the PC making the Diplomacy check is a binder and makes a good pact with Ahazu and negotiates the pact during the binding attempt, he receives a +20 circumstance bonus on his Diplomacy check. There are no penalties for failing the check, but until it is made, Ahazu refuses to bargain with the PCs.

Sealing the Pact: Shami-Amourae may be the most recent prisoner, but that means little to Ahazu; she is just as valued a prize as Ungulex. Before he reveals the method to free the Lady of Debased Eros, he demands a replacement prisoner to take her place. Ahazu initially muses that the PC making contact might be a good replacement, but then decides that the character is too weak and insignificant to warrant such an honor. Ahazu leaves it to the PCs to suggest a suitable replacement, with the only stricture being that the replacement must be significantly more powerful than Shami-Amourae. In game terms, this means that the replacement must be CR 24 or higher. Ahazu does not require that the third party be alive at the time of imprisonment, nor does he require the replacement immediately. Ahazu grudgingly agrees to give the PCs an interval between Shami-Amourae's liberation and her replacement's imprisonment, granting them no more than 66 days to secure the replacement. The replacement prisoner must be brought to the Well of Debased Eros in a helpless state (or dead), at which point Ahazu draws the new prisoner into the well, which immediately changes to match the new prisoner's temperament.

The logical choice for imprisonment here is, of course, Demogorgon; if the PCs can defeat the Prince of Demons and return here with his body before the time is up, he more than qualifies as a replacement. Yet the PCs are destined to meet other CR 24 and higher menaces over the next two adventures—any of their bodies will do to fulfill the pact with Ahazu. If the PCs fail to fulfill their end of the bargain, the potent pact plucks all of them (not just the PC who forged the pact in the first place) from wherever they may be in the Multiverse and absorbs them into Shattered Night—since the PCs entered into the pact of their own free will, there's nothing, not even the gods themselves, that can prevent this horrific fate.

There is a much easier way to secure Ahazu's aid, though, if the PCs still possess the *tooth of Ahazu*. The Seizer has long feared that his enemies would discover his plans to use Shattered Night as a catalyst to achieve divinity, and with his tooth out there granting all manner of creatures access to his essence, it could, in the right hands, lead his enemies to this very discovery. If the PCs are willing to place the *tooth of Ahazu* in the well, allowing the Seizer to reclaim it, he agrees to release Shami-Amourae with a creature of equal power put in her place—securing a CR 19 or higher creature should prove a much more manageable job than doing the same with a CR 24 or higher creature.

The Key: Once the PCs finalize their pact with Ahazu, the imprisoned demon lord chuckles menacingly and the air in the pit seems to drop in temperature by several degrees. Fog wafts up from the surface of Ahazu's pool, whirling and cavorting and eventually drifting toward the PC who made telepathic contact with the Seizer. The fog shrouds that character's hands, and he feels something heavy settle into them. When the fog clears a moment later, he is holding a *book of infinite spells*. Ahazu's voice explains that this particular book of infinite spells is one that has had a long history with the cult of Shami-Amourae, that it was for many years the possession of her high priest, a man named Hadonis. The book has only one page left, but as it so happens, that page is turned to a *freedom* spell. Ahazu explains that by casting this spell from this particular book while standing at the edge of Shami-Amourae's well, they can free the Lady of Delights from her prison. And with that revelation, the Seizer breaks the telepathic contact with a soft chuckle, almost as if he'd been planning events to take this course all along...

Ad Hoc Experience Award: If the PCs successfully negotiate for Shami-Amourae's release, grant them a CR 20 experience award.

PART FOUR: PRISON BREAK

The Prince of Demons plans for every contingency, including the possibility, however remote, of Shami-Amourae's escape from her prison. Well aware that the Lady of Delights knows his darkest secrets, Demogorgon long ago put in place a plan to "put the genie back in the bottle," even if Shami-Amourae had already revealed the secret the Prince of Demons wishes to keep concealed.

Setting Shami-Amourae Free (EL 20)

Upon their return to the Well of Debased Eros, the PCs find that any gorallons they killed earlier remain dead. In addition, unless they killed the warden of the well, the variant retriever waits for them at the bottom of the well. It immediately attacks the PCs once they attempt to use the *book of infinite spells* to cast *freedom* and release Shami-Amourae, launching its attack before the actual casting of the spell begins. Once it is defeated, the PCs can proceed.

Creatures: Unfortunately, once Shami-Amourae is freed from her well, Demogorgon's last guardian comes into play. This is the chokesnake Molypente that grows from the side of Shami-Amourae's neck. As the PCs finish the casting of *freedom* from the book of infinite spells, the book's final page turns automatically and the surface of the pool ripples. Shami-Amourae slowly rises from the pool's depths, stretching languidly and then looking around to establish her bearings, an expression of confusion on her lovely face. When she notices the PCs, this expression momentarily transforms into joy, only to suddenly grow slack as Molypente seizes control of her body (assuming she fails the DC 43 Will save to resist his control). He hisses in anger at the PCs, shrieking in a high-pitched voice, "You shall not have this prize! I shall use her to destroy your bodies, and I shall send your souls back to Shattered Night forever!"

Shami-Amourae: hp 319; see page 84.

Molypente, chokesnake: hp 39; see page 83.

Tactics: As long as Molypente lives, he retains control of Shami-Amourae's body; the Lady of Delights has no defense against the snake's powerful Ego. Molypente

uses all of Shami-Amourae's resources against the PCs, employing quickened *charm monsters* against fighters and rogues to keep them from aiding in combat, and opening combat with *blasphemy* and *energy drains*. If the PCs can slay Molypente without slaying Shami-Amourae, the succubus drops to her knees in a daze once the symbiont dies, then with a scream of anguish, she tears the thing from her neck, throws it to the ground, and crushes its head with her heel.

Development: Once Shami-Amourae is in control of her own body again, she quickly recovers her wits and demands to know who the PCs are. After being imprisoned for so long, she's unsure of the condition of her old lairs or her cult, and as such, she's very hesitant to use her spell-like abilities to flee. She does understand that the PCs were the ones who rescued her, though, and although she doesn't trust them, she knows that they didn't pull her out of Shattered Night on a whim.

Unfortunately, before she can speak to the PCs at any great length, Demogorgon's final contingency begins.

Shami-Amourae and Molypente

The Stygian Deluge (EL 20)

Demogorgon knew that killing Shami-Amourae would allow any one of her powerful allies could set about the process of resurrecting her. Imprisoning her in the Wells of Darkness was a more permanent solution than death, and a more cruel one. Yet the Prince of Demons knew that other prisoners had escaped from the wells before, and so he created an audacious trap to buy him some time if she were indeed released.

Demogorgon's trap is nothing less than a rerouting of the River Styx.

Only a few rounds after Shami-Amourae regains control of her faculties, a great thunderous boom tears through the air as a swiftly spreading rift of darkness opens in the sky above Shami-Amourae, even if she and the PCs have moved away from her well. A moment later, a torrent of dark water cascades from the sky, as if a great waterfall had suddenly appeared in the heavens. Demogorgon has done something here that sends ripples throughout the lower planes; he has torn a hole in bed of the River Styx, and these dark waters are now redirected into the Wells of Darkness. This deluge has two components.

- *Dimensional Lock*: The immense distortions to the underlying structure of reality caused by this planar rift create a *dimensional lock* zone to a radius of one mile around the rift.
- *Cascade of Forgetfulness*: The rift itself is 40 feet wide. All creatures directly under the rift when it opens (including Shami-Amourae and any creature within 20 feet of her) is immediately struck by the waters of the River Styx. These creatures can avoid being struck by the waters by making a DC 30 Reflex save. If they don't move out of the area of effect on their next turn, they are automatically struck by the waters at the end of their next turn.

Any creature struck by the waters must make a DC 17 Fortitude save or be struck with total amnesia—treat this effect as the *feeblemind* spell. Even those who make this saving throw lose their memories of the past 8 hours. Prepared spells remain in memory, although the victim might not realize they're prepared. Evil outsiders with the aquatic subtype are immune to the memory-draining effects of the River Styx, and creatures that do not have Intelligence scores (like most constructs) are not affected, as they have no true memories to be erased, but all other living creatures are affected, even if they are normally immune to mind-affecting effects. Finally, those struck by the cascade must make a DC 30 Fortitude save to avoid being knocked prone by the force of the water. A *heal*, *greater restoration*, *miracle*, or *wish* is required to restore memories lost to the River Styx or the *feeblemind* condition created by total amnesia.

The river continues to cascade down, filling the surrounding area quickly. If it appears over the Well of Debased Eros, it fills the shaft in 10 rounds. Once the well is full, the Styx continues to flood the surrounding region, spreading by a radius of five feet each round.

Creatures: The redirection of the Styx is only the preamble to Demogorgon's insidious trap. One round after the tear appears, four bar-lgura demons mounted on retrievers clamber through the tear in the sky above and leap down to the ground

below to attack Shami-Amourae and her saviors. Held in *temporal stasis* until this event occurs, the retrievers are immune to the effects of the River Styx (since they have no intelligence scores) and the hooded howdah strapped to their back serves to shelter their bar-lgura mounts from being struck by the water. As the retrievers leap free of the rift, a *feather fall* effect allows them to drift slowly to the ground, whereupon they seek to slay or capture Shami-Amourae and return her to Demogorgon. If possible, the demons have also been instructed to capture her would-be rescuers and return with them to the Gaping Maw where the Prince of Demons can reward them properly for their temerity.

Lemorian Bloodscouts (4) **CR 15**

Advanced bar-lgura bloodhound 3/fighter 4
CE Medium outsider (chaotic, evil, tanar'ri)
Fiendish Codex I 29, *Complete Adventurer* 29

Init +7; **Senses** darkvision 60 ft.; Listen +18, Spot +18

Languages Abyssal, Celestial, Common, Draconic; telepathy 100 ft.

AC 30, touch 17, flat-footed 23

hp 187 (19 HD); **DR** 10/cold iron or good

Immune electricity, poison

Resist acid 10, cold 10, electricity 10, fire 10; **SR** 16

Fort +19, **Ref** +18, **Will** +13

Spd 40 ft., climb 20 ft.

Melee 2 claws +25 (1d6+6) and bite +20 (1d6+3)

Ranged +3 *seeking composite longbow* +30/+25/+20/+15 (1d8+11/19–20/×3)

Base Atk +19; **Grp** +25

Atk Options bring 'em back alive, nonlethal force, pounce

Special Actions abduction, *summon tanar'ri*

Spell-Like Abilities (CL 6th)

At will—*darkness*, *cause fear* (DC 15), *dispel magic*, *greater teleport*, *see invisibility*, *telekinesis* (DC 19)

2/day—*disguise self* (DC 15), *invisibility*, *major image* (DC 17)

Abilities Str 22, Dex 24, Con 21, Int 11, Wis 16, Cha 18

SQ mark, ready and waiting, swift tracker, tenacious pursuit

Feats Endurance, Improved Critical (longbow), Mounted Archery, Mounted Combat, Point Blank Shot, Precise Shot, Stealthy, Track, Weapon Focus (longbow), Weapon Specialization (longbow)

Skills Balance +14, Gather Information +8, Hide +30, Intimidate +12, Jump +40, Listen +18, Move Silently +26, Ride +15, Spot +18, Survival +13, Tumble +26

Possessions *bracers of armor +5*, *+3 seeking composite longbow* (+6 Str) with 40 cold iron arrows

Abduction (Su) A crimson recruiter can use *greater teleport* to transport other creatures. It can bring up to one Large or two Medium or smaller creatures with it each time it teleports. It can teleport unwilling targets as well, although an unwilling victim can attempt a DC 20 Will save to resist being transported. The save DC is Charisma-based.

Bring 'em Back Alive (Ex) At the recruiter's option, any melee attack that would reduce a foe to –2 or fewer hit points reduces the foe to –1 hit points instead.

Mark (Ex) A crimson recruiter can mark a humanoid or monstrous humanoid foe by observing the foe for 10 minutes. The crimson recruiter gains a +3 insight bonus on Gather Information, Listen, Search, Spot, and Survival checks against the mark. A mark, once established, lasts until the crimson recruiter chooses a new mark. A mark may be chosen only once per week.

Nonlethal Force (Ex) A crimson recruiter can use a melee weapon that deals lethal damage to deal nonlethal damage instead without taking the –4 penalty on attack rolls.

Pounce (Ex) If a crimson recruiter charges a foe, it can make a full attack.

Ready and Waiting (Ex) A crimson recruiter can ready an action against his mark, even outside of the initiative sequence. If the mark triggers the recruiter's readied action within the next 10 minutes, the recruiter can carry out the action as if the two were engaged in combat.

***Summon Tanar'ri* (Sp)** Once per day, a crimson recruiter can attempt to summon a bar-lgura with a 35% chance of success. This ability is the equivalent of a 2nd-level spell (CL 6th).

Swift Tracker (Ex) A crimson recruiter can move at normal speed while following tracks.

Tenacious Pursuit (Ex) A crimson recruiter gains a +4 bonus on Constitution checks made to resist nonlethal damage from a forced march and gains a 10-foot increase to his speed when tracking his mark.

Retrievers (4): hp 95 each; *Monster Manual* 46.

Tactics: If all the PCs suffer from amnesia, they may or may not remember any details they discovered or the terms of any deal they forged with Shami-Amourae, depending upon how long the PCs took to explore the Well of Debased Eros and whether or not they recorded any notes. If she is also affected, the Lady of Delights is quick to take advantage of any confusion caused by the deluge and the subsequent assault by the bar-lguras. Using *detect thoughts*, she tries to assess the thoughts of her "rescuers" to determine what's going on. Depending on the circumstances, she might use *shapechange* to assume the guise of a female PC or even Red Shroud. If possible, she flees to Overlook, where she hopes to hide and recover her wits. If, on the other hand, Shami-Amourae makes her Reflex save to avoid the waters of the Styx, she aids the PCs in the fight against the retrievers and bar-lguras.

The bar-lguras and retrievers work in concert to recapture Shami-Amourae and return her to the Well of Debased Eros, preferring to attempt to petrify her for easy transport. For the moment, the PCs are of secondary concern, insofar as they do not interfere with the pursuit. The bar-lgura bounty hunters make a tactical decision as to whether or not to focus their attacks on the PCs, depending on the degree of their interference in the pursuit of the Lady of Delights. The retrievers can hone in on Shami-Amourae no matter where she goes across the layer using their find target ability. The Wells of Darkness is relatively small, and Shami-Amourae cannot hide from her pursuers forever.

CONCLUDING THE ADVENTURE

There's a chance that Shami-Amourae could be killed before the PCs have a chance to question her. In this case, her body decays quickly, over the course of 2d4 hours, as it is absorbed into the Abyss.

As an outsider, she cannot be restored to life via *raise dead* or *resurrection*; it takes *true resurrection*, *wish*, or *miracle* to return her to life before her body vanishes completely. If the PCs wait too long, though, the Abyss absorbs her body and restoring her to life becomes an adventure in itself. In this case, the PCs might need to return to Red Shroud and seek her advice again.

Odds are, however, that she'll survive the final battle, at which point she regards the PCs with curiosity. Although a demon, she understands that the PCs are responsible for her rescue, and when she finds out that they're seeking a way to strike at Demogorgon, she's only too happy to provide aid—her memories of being betrayed by Demogorgon and Malcanthet are still fresh in her mind, and she burns with a lust for revenge against them. The fact that she brought their wrath upon herself by betraying Demogorgon in the first place doesn't seem to matter to her.

In any event, Shami-Amourae is anxious to escape the Wells of Darkness and slip into hiding while she rebuilds and recovers from her long imprisonment. If asked about Demogorgon's weaknesses, she smiles coyly and says the following.

"Demogorgon is his own worst enemy. He is, in many ways, two creatures that share the same body. Aameul, his left head, is the more charismatic and calculating, while Hethradiah, his right head, is more impulsive and feral. Each views the other as inferior, and each believes the other incapable of outfoxing itself. It's really rather cute, after a fashion. It certainly makes it easy to manipulate him, by playing Aameul off of Hethradiah, and vice versa.

"Both of his heads have long sought ways to achieve dominance over the other. Even before they betrayed me, Aameul and Hethradiah had hatched independent plans to take control. Aameul's is to murder Hethradiah and use the life energy of the Bastion of Unborn Souls to cauterize the wound. I have my doubts that would work. Hethradiah's plan is much more insidious. He planned on seeding dozens of Material Plane cities with madness—he called it a savage tide. The resulting eruption of insanity could then be siphoned into Gaping Maw, where he could use the energy to absorb Aameul. In effect, Aameul wanted to shed his unwanted half, while Hethradiah wanted to absorb it. A much stronger plan. I always did like him better.

"If you seek to oppose him, take warning. Demogorgon is not one to be trifled with—even I wasn't able to deceive him for long. What hope do you think you have? No... if you want to even have a chance at stopping him, you need to distract him. That is Demogorgon's weakness. Each situation he faces brings two reactions, not one. And when faced with multiple dangers across multiple fronts, these reactions can paralyze him. I've seen it before, on a small scale as he's been forced to deal with uprisings and invasions. I quiver to think how he'd react to something on a larger scale... say, perhaps, an invasion of Gaping Maw by the armies of multiple enemies at once?

"In any event, I need to be away from this place, to go into hiding before he tries for me again. I have much to rebuild. I've no interest in tangling with Demogorgon again soon. Perhaps ever. But if you feel suicidal, I'd suggest consulting with someone who knows more than I do about the Abyss. Someone like that tart, Iggwilv, perhaps?"

As she finishes her speech, Shami-Amourae pauses, regarding the PC with the highest Charisma. With a smile, she invites that character to accompany her to her secret lair, to aid her in rebuilding her empire. This invitation is extended to only one PC, and wise characters refuse her offer. It has been long since the Lady of Debased Eros has had companionship, and a PC that accompanies her can look forward to a few moments of bliss on some remote Abyssal layer that quickly ends in the complete draining of his or her lifeforce. Shami-Amourae then blithely discards the dry husk and proceeds on to rebuild her empire, her appetites momentarily sated

The Lady of Debased Eros has no further role to play in the Savage Tide, yet the PCs have only just begun their interactions with the lords of the lower planes. Mere moments after Shami-Amourae *plane shifts* away, a sinister form appears in the growing lake of the redirected River Styx. Emerging from the mist and vapor churning up from the turbid dark waters is a long skiff, propelled along the water's surface by a gaunt figure. As it approaches, an almost palpable aura of menace precedes him.

Charon, Boatman of the River Styx, has arrived.

APPENDIX I: MAGIC ITEMS

Demonomicon of Iggwilv

Price (Item Level): Minor Artifact
Caster Level: 18th
Aura: Strong; (DC 24) conjuration [evil]
Activation: See text
Weight: 3 lb.

This thick tome is bound in brass with a cover of deep purple leather. A clasp shaped like a three-fingered demonic hand holds the covers tightly shut.

The *Demonomicon* is a notorious text penned by one of the most infamous scholars of the Abyss, Iggwilv the Witch Queen. Six copies of this fabulous tome are thought to exist, yet the copy found in this adventure is a heretofore unsuspected seventh.

The bearer of the *Demonomicon* casts all spells with the evil descriptor as if he were +5 caster levels higher. Also, the owner gains a +5 bonus on Charisma checks made as part of a *planar binding* or similar conjuration spell if the target is a demon, and a +3 bonus if the target is any other type of evil outsider.

The first five pages of the *Demonomicon* are blank. Each of these pages functions as a gem suitable for the purposes of casting spells like *magic jar*, *minimus containment*, or *trap the soul* that bind souls or whole forms to them (but no other spells). These pages are not destroyed when used as the material component of a spell and may be used multiple times. If a soul or creature is trapped within one of these pages, a distorted shadowy face reminiscent of the bound being's visage appears on the parchment. Although this image does not move while being directly

scrutinized, it changes whenever the tome is closed or unattended. Creatures trapped within the *Demonomicon* are aware of their surroundings but cannot directly interact with them. However, the creature with the highest HD bound within a *Demonomicon* may, once per day, use the spell *dream* on any creature who has touched the tome within the last 24 hours. Trapped beings can also be contacted and conversed with through the use of spells like *detect thoughts* or *Rary's telepathic bond*.

Currently, three creatures are trapped in these pages, leaving two pages blank. The first is a malebranche devil named Agalamnar who was betrayed by his master, Dispater. The second is an ancient drow vampire bard named Lirr-Uvati. The final creature is a bitter lilitu demon named Avanilara who once served the demon lord Lynkhab.

This copy of the *Demonomicon* contains the true names of the following evil outsiders: a rutterkin named Ruskrish, a bar-lgura named Aorkalor, a babau named Iomyn, a succubus named Veirvalara, a succubus named Arivestrix, a yochlol named N'mosk, a bulezau named Echaklak, a shadow demon named Ovoros, a hezrou named Temesmad, a lilitu named Ilaraiandi, a glabrezu named Tresvilaz, a nalfeshnee named Magortu, a molydeus named Nermanghax, and a minor demon lord of poisonous bones and teeth named Voroxid. These names hold significant value by themselves, but prove most valuable when combined with the spells within the *Demonomicon*. These unique spells, created by Iggwilv, are *dolor, ensnarement, exaction, torment, minimus containment, imbrue*, and *implore*; full details on these spells (and additional information about Iggwilv and this infamous tome) can be found in issue #336 of DRAGON magazine.

Shroud of Venom

Price (Item Level): 48,000 gp (17th)
Body Slot: Body
Caster Level: 7th
Aura: Moderate; (DC 18) conjuration
Activation: Swift (mental)
Weight: 1 lb.

This scandalous, diaphanous gown is composed of overlapping veils ranging in hue from bright crimson to reddish brown.

Once per day, you can apply a single dose of any poison to the silks of this garment. The shroud of venom absorbs the poison, storing it within its threads but remaining comfortable and dry. Thereafter, as a standard action, the shroud's wearer can use the stored poison as an attack. Contact poisons are delivered through touch attacks. Inhaled and ingested poisons are delivered through mouth-to-mouth contact following a successful grapple attack. Injury poisons are delivered through melee attacks that involve physical contact, via a melee weapon, unarmed strike, or natural weapon. Generating the poison is a swift action.

A shroud of venom can store up to ten doses of poison at a time. If the wearer is poisoned, she may opt to have the dose of poison instead be absorbed by the shroud, as long as it isn't yet full. Doing so prevents the poison from affecting the wearer, and allows her to use the poison herself at a later time.

Prerequisites: Craft Wondrous Item, *neutralize poison*

Cost to Create: 24,000 gp, 1,920 XP, 48 days.

Tooth of Shami-Amourae

Price (Item Level): 18,000 gp (14th)
Body Slot: Tooth (see below)
Caster Level: 9th
Aura: Moderate; (DC 19) enchantment (compulsion) [mind-affecting]
Activation: Standard (mental)
Weight: —

This dainty ivory tooth seems to be a sharp canine, not quite a fang but certainly sharper than a normal human tooth.

The tooth of Shami-Amourae is one of the *teeth of Dahlver-Nar*, a set of magical items detailed further in the *Tome of Magic*. To employ the tooth, you must remove one of your own teeth and put the *tooth of Shami-Amourae* in its place. This bloody process requires a full-round action and deals 1 point of damage. Afterward, your tooth is permanently gone; you cannot later replace it after removing the *tooth of Shami-Amourae*. A *regenerate* spell replaces a lost tooth, so long as no teeth of Dahlver-Nar occupy the space of the missing tooth at the time of casting. Replacing your tooth with the *tooth of Shami-Amourae* does not affect bite damage or give you a bite attack if you normally lack one.

You must have the tooth of Shami-Amourae in your mouth for one full day before you can use its ability. During that time, your skin becomes pale, almost white, and your hair takes on a lustrous golden hue. Once the tooth is attuned to you, you may use the tooth to use *suggestion* three times a day.

As long as the tooth is in your mouth, you fall under Shami-Amourae's influence. This manifests as an all-consuming desire for attention and companionship. It also makes you vain and somewhat haughty. When you have no allies within 30 feet of you, you suffer a –1 penalty on Will saves. Whenever another person compliments you on your beauty, they gain a +4 circumstance bonus on Bluff checks made against you.

Once Shami-Amourae is freed, she is no longer a vestigial being, and her tooth immediately becomes nonmagical (but otherwise continues to function as a normal tooth).

Prerequisites: The methods of creating teeth *of Dahlver-Nar*, if they were ever known, are lost. Each *tooth of Dahlver-Nar* is a unique magic item.

Tripartite Amulet of the Hive Mind

Price (Item Level): 10,000 gp (12th)
Body Slot: Neck
Caster Level: 9th
Aura: Moderate; (DC 19) conjuration [summoning], evocation
Activation: — and standard (mental)
Weight: 1 lb.

This large amulet consists of a smooth piece of amber that encases a contorted insect that twitches despite its imprisonment.

These amulets are always crafted in sets of three; if one is lost or broken, the others become inert until a replacement amulet is crafted. If all three wearers

of a tripartite amulet of the hive mind are within 30 feet of each other, then all three wearers can communicate telepathically. In addition, they share a sort of communal hive mind; as long as one is aware of a particular danger, all three are. If one in the group is not flat-footed, none of them are. No wearer in the group is considered flanked unless they all are.

The wearer of a *tripartite amulet of the hive mind* can also telepathically communicate with any swarm that has the hive mind trait. Such swarms are predisposed to treat the wearer kindly, and treat him as friendly unless he attacks the swarm or otherwise commits a hostile act against them.

Prerequisites: Craft Wondrous Item, *summon swarm, sending*

Cost to Create: 5,000 gp, 400 XP, 10 days.

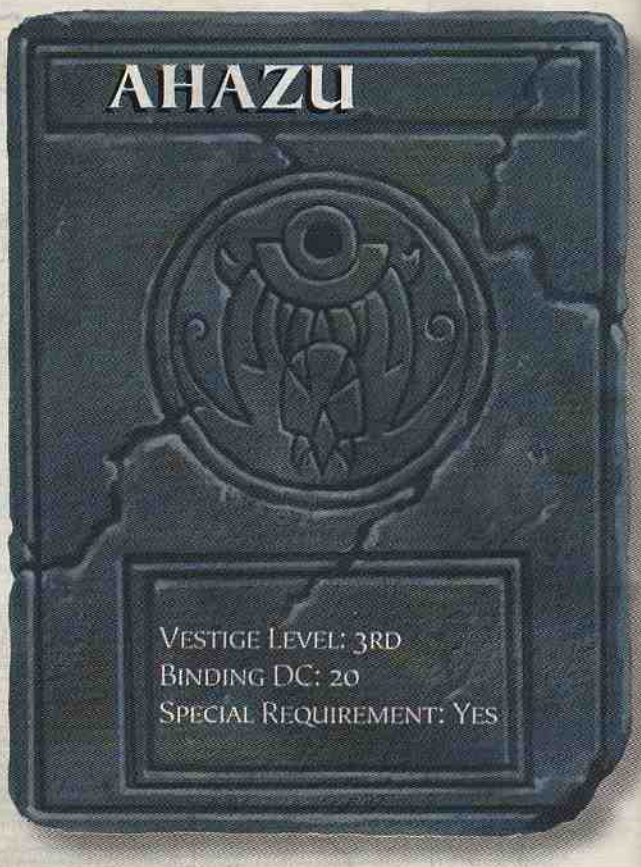
APPENDIX II: AHAZU'S VESTIGE

Tome of Magic introduced the binder class, a character class that uses pact magic to extract power from the vestigial remains of a powerful but dead being's spirits. Although not technically dead, neither is Ahazu the Seizer technically alive as long as he remains imprisoned in Shattered Night. This allows binders to use pact magic to draw power from his vestige.

Special Requirement: You must draw Ahazu's seal on the surface of one of the Pools of Darkness, found at the bottom of the Wells of Darkness on the seventy-third layer of the Abyss.

Manifestation: Ahazu's manifestation begins as a sphere of darkness that slowly expands in radius. In the depths of the sphere, Ahazu's form slowly takes shape, revealing a dark-skinned, naked humanoid shape with bat-like wings, an elongated head, and arms akin to that of a bodak. His legs trail away into nothingness and his skin is smooth and devoid of obvious features. The Seizer's mouth, which is filled with hundreds of needle-sharp fangs, yawns under a pair of sunken eyes which have partially withdrawn into his skull.

Sign: Your skin becomes cold to the touch and the inside of your mouth is cloaked in absolute darkness and periodically expels clouds of black smoke.



Influence: Ahazu's avarice infects you, causing you to steal small, precious objects whenever the opportunity presents itself, if you feel you can do so without getting caught. This covetousness extends to the lives of your enemies as well. If possible, you must try to imprison your enemies alive in a dark hellhole, rather than kill them or let them escape. If you allow an enemy to escape, you become wracked with anger and suffer a –4 penalty to all Charisma-based checks as long as you remain under Ahazu's influence.

Granted Abilities: Ahazu grants you abilities that reflect his demonic origin, his exile in the void, and his obsession with abduction.

Ahazu's Abduction: You can speak Ahazu's name to shunt a creature within 30 feet of you into the void between the planes. The target creature may resist the abduction by making a Will save (DC 10 + 1/2 your effective binder level + your Charisma modifier). If the creature resists this abduction, you may not target him again with this power for 24 hours. Once a creature is abducted, it remains trapped in the void for 1 round, effectively losing its action on that round of combat. You can use this ability at will.

Ahazu's Touch: You can produce an effect identical to *unholy blight* (caster level equals your effective binder level) on a creature you touch. The target is cloaked in a cold, cloying miasma of greasy darkness and takes damage as appropriate for his alignment. Once you use this ability, you cannot do so again for 5 rounds.

Blindsight: You have the blindsight extraordinary ability to a range equal to 5 feet per effective binder level (maximum 100 feet).

Void Mind: As a standard action, you can withdraw your mind and soul into the void beyond the boundaries of the planes, rendering you immune to spells, spell-like effects, and supernatural effects with the mind-affecting descriptor or that affect souls (such as *magic jar, soul bind,* and *trap the soul*) as long as the vestige remains bound to you. If you die while employing this granted power, you cannot be brought back to life with a *raise dead* or *resurrection* spell.

APPENDIX III: MONSTERS

Chokesnake

A writhing snake protrudes from the neck of the creature before you. The serpent has wrapped itself twice around the neck of its host like a necklace, and its hissing face rears up behind the host's head.

CHOKESNAKE **CR 5 OR HOST +1**

CE Tiny outsider (chaotic, evil, extraplanar, symbiont, tanar'ri)

Init +10; **Senses** darkvision 60 ft.; Listen +16, Spot +16

Languages Abyssal; telepathy with host

AC 24 (39 when attached to Shami-Amourae), touch 18 (31 when attached to Shami-Amourae), flat-footed 18 (32 when attached to Shami-Amourae) (+2 size, +6 Dex, +6 natural)
hp 39 (6 HD); **DR** 15/cold iron and good
Fort +7 (+23 when attached to Shami-Amourae), **Ref** +11 (+20 when attached to Shami-Amourae), **Will** +12 (+17 when attached to Shami-Amourae)

Spd 20 ft.
Melee bite +14 (1d4 plus poison)
Space 2 1/2 ft.; **Reach** 0 ft.
Base Atk +6; **Grp** –2
Atk Options improved grab
Special Actions choke hold

Abilities Str 10, Dex 23, Con 15, Int 21, Wis 24, Cha 28, Ego 43
SQ dominance, share spells
Feats Ability Focus (poison), Improved Initiative, Weapon Finesse
Skills Bluff +18, Concentration +11, Diplomacy +22, Hide +23, Intimidate +20, Knowledge (arcana) +14, Knowledge (history) +14, Knowledge (the planes) +14, Listen +16, Move Silently +15, Sense Motive +16, Spot +16, Tumble +15

Choke Hold (Ex) A chokesnake deals 1 point of damage with a successful grapple check against its host. As long as the chokesnake maintains this hold, the host is considered to be suffocating (*Dungeon Master's Guide* 304).

Dominance (Su) Chokesnakes are particularly adept at dominating their host, and gain a +5 profane bonus to their Ego score.

Improved Grab (Ex) A chokesnake can start a grapple against its host as a free action without provoking an attack of opportunity, and gains a +20 racial bonus on its grapple check against a host. If it establishes a hold, it can choke hold its host.

Poison (Su) Injury, Fortitude DC 17, 1d6 Con/1d6 Con. Chokesnake venom is supernaturally potent, and can even harm some creatures normally immune to poison (with the exception of constructs, oozes, plants, and undead). Against all other targets normally immune to poison, the venom inflicts 1d4 Con/1d4 Con.

Share Spells (Su) Any spell the host creature casts on itself automatically also affects the chokesnake. Additionally, the host may cast a spell with a target of "you" on the chokesnake instead of on itself. The host and chokesnake can share spells even if the spells normally do not affect creatures of the host or chokesnake's type. Spells targeted on the host by another spellcaster do not affect the chokesnake, and vice versa.

Symbiont The chokesnake is a symbiont. Capable of surviving apart from a host creature for at least some length of time, it must eventually join with a host creature, usually granting the host certain benefits in exchange for the protection afforded by a larger body. The chokesnake merges with the host's neck, preventing the use of magic items that utilize the neck body slot. Like intelligent magic items, a chokesnake has an Ego score that reflects the strength of its will and drive for power. A chokesnake's base Ego score is 17; to this score it adds its Intelligence, Wisdom, and Charisma bonuses for a total Ego of 43.

If the host creature does not share the chokesnake's alignment and goals, a conflict results between the chokesnake and the host creature. A chokesnake always considers itself superior to its host, and a personality conflict results if the host does not always agree with the chokesnake (which generally seeks to fulfill Demogorgon's desires as best it can).

When a personality conflict occurs with a chokesnake, the host must make a Will saving throw (DC = chokesnake's Ego). If the host creature succeeds, it remains dominant. If the host fails, the chokesnake is dominant. Dominance lasts for one day or until a critical situation occurs (such as a major battle, a serious threat to either the chokesnake or the host, and so on—DM's discretion). Should a chokesnake gain dominance, it directly controls the host creature's actions until the host regains dominance.

Symbiont Traits: When joined with a host, a chokesnake gains a number of benefits. It acts on its host's turn each round, regardless of its own initiative modifier. It is not flat-footed unless its host is, and it is aware of any danger its host is aware of.

If it a chokesnake is grafted onto a visible part of the host creature's body, opponents can attack the chokesnake itself instead of its host creature. This works the same way as attacking an object: the chokesnake gains the benefit of the host's Dexterity modifier to AC instead of its own, and gains any deflection bonus to AC the host has as well. Its own size modifier and natural armor bonus apply. Attacking a chokesnake instead of its host provokes an attack of opportunity from the host.

A chokesnake never takes damage from attacks directed at the host. Like a worn magic item, a chokesnake is usually unaffected by spells that damage the host, but if the host rolls a 1 on its saving throw, the chokesnake is one of the "items" that can be affected by the spell (*Player's Handbook* 166). A chokesnake uses its host's base saving throw bonuses if they are better than its own.

Chokesnakes are fiendish symbionts created in Demogorgon's Abyssal laboratories, crafted from a snake's head severed from a molydeus demon—since this process invariably results in the molydeus's death, these demons are particularly enraged by creatures who have chokesnake symbionts.

Chokesnakes are typically implanted involuntarily in a helpless creature of size Small or larger. If the victim fails a DC 15 Fortitude save (DC 15), the implantation is successful.

Chokesnakes are designed to guard their host, preventing the host from acting contrary to Demorgorgon's wishes. While chokesnakes can defend their host if necessary, their primary purpose is to take control of the host if it acts out against the will of the Prince of Demons and/or smother the victim if it grows overly rebellious.

Creatures of good alignment with an implanted chokesnake must make a DC 15 Will save every day or take 1d3 points of Wisdom damage as the experience slowly drives them insane. Creatures of a nonevil alignment must make a DC 15 Will save each day or succumb to temptation to perform an

evil act. This may result in an eventual alignment change.

When characters with an implanted chokesnake interact with nonevil NPCs, they suffer a –6 penalty on all Charisma-based checks.

Chokesnakes speak Abyssal.

Shami-Aumorae, Lady of Delights

This is a stunning, statuesque woman with flawless pale skin and long golden tresses. Her angelic form is marred by the wanton, lustful pout of her smile, the all-consuming hunger that lurks within her eyes, the large bat wings that unfurl from her back, and the writhing tail that coils around one leg.

SHAMI-AMOURAE **CR 19**

Lady of Debased Eros (minor demon lord)
CE Medium outsider (chaotic, evil, tanar'ri)
Init +11; **Senses** darkvision 60 ft.; Listen +29, Spot +29
Languages Abyssal, Common; telepathy 300 ft.

AC 40, touch 31, flat-footed 33 (+7 Dex, +9 natural, +14 deflection)
hp 319 (22 HD); fast healing 5; **DR** 15/cold iron and good and epic
Immune electricity, mind-affecting effects, poison
Resist acid 10, cold 10, fire 10; **SR** 32
Fort +23, **Ref** +20, **Will** +17

Spd 30 ft., fly 50 ft. (perfect)
Melee 2 claws +28 (1d6+6 plus lust)
Base Atk +22; **Grp** +28
Atk Options Combat Expertise, Flyby Attack, improved grab
Special Actions life drain, *summon tanar'ri*
Spell-Like Abilities (CL 20th)
At Will—*astral projection, blasphemy, charm monster* (DC 28), *clairvoyance/clairaudience, deeper darkness, desecrate, detect good, detect law, detect thoughts* (DC 26), *greater dispel magic, greater teleport, plane shift* (DC 31), *shapechange, telekinesis* (DC 29), *unhallow, unholy aura* (DC 32), *unholy blight* (DC 28)
3/day—quickened *charm monster, energy drain*
1/day—*soul bind* (DC 33)

Abilities Str 22, Dex 24, Con 30, Int 22, Wis 18, Cha 38
SQ profane beauty
Feats Combat Expertise, Combat Reflexes, Dark Speech, Flyby Attack, Improved Initiative, Negotiator, Quicken Spell-Like Ability (*charm monster*)
Skills Bluff +39, Concentration +35, Diplomacy +49, Disguise +39, Escape Artist +32, Intimidate +43, Knowledge (arcana) +31, Knowledge (the planes) +31, Listen +29, Perform (dance) +39, Sense Motive +41, Spot +29, Tumble +32, Use Rope +32

Improved Grab (Ex) To use this ability, Shami-Amourae must hit a Large or smaller target with a claw attack. She can then attempt to start a grapple as a free action without provoking an attack of opportunity. If she wins the grapple check, she establishes a hold and can energy drain her foe.
Life Drain (Su) Shami-Amourae drains energy from mortals by luring them into acts of passion, or simply by planting a kiss on the victim. If the target is unwilling, she must first grapple the target. The kiss bestows 2 negative levels, and also has the effect of a *suggestion* spell, asking the victim to accept another kiss from her. The victim must succeed on a DC 35 Will save to negate the effect of this *suggestion*. It's a DC 35 Fortitude save to remove the negative levels. Both save DCs are Charisma-based.
Lust (Su) Shami-Amourae's touch incites overwhelming lust in any corporeal living creature. The victim must make a DC 35 Will save or suffer a –20 penalty on grapple checks against Shami-Amourae. The save DC is Charisma-based.
Profane Beauty (Su) Shami-Amourae's otherworldly beauty grants her a deflection bonus equal to her Charisma bonus to her Armor Class as long as she doesn't wear armor.
***Summon Tanar'ri* (Sp)** Once per day, Shami-Amourae may summon 2d4 succubi. This ability is the equivalent of a 9th-level spell.

Shami-Amourae is a bitter, vengeful succubus consumed by lust and driven half-mad by her imprisonment in the Well of Debased Eros. She loathes Malcanthet with all her being, yet also fears the reigning Queen of the Succubi and does not dare challenge her throne. The Lady of Delights considers Demogorgon her rightful consort, yet plots all manner of vengeful plots against the Prince of Demons for his spurning of her; she may never forgive him for his betrayal.

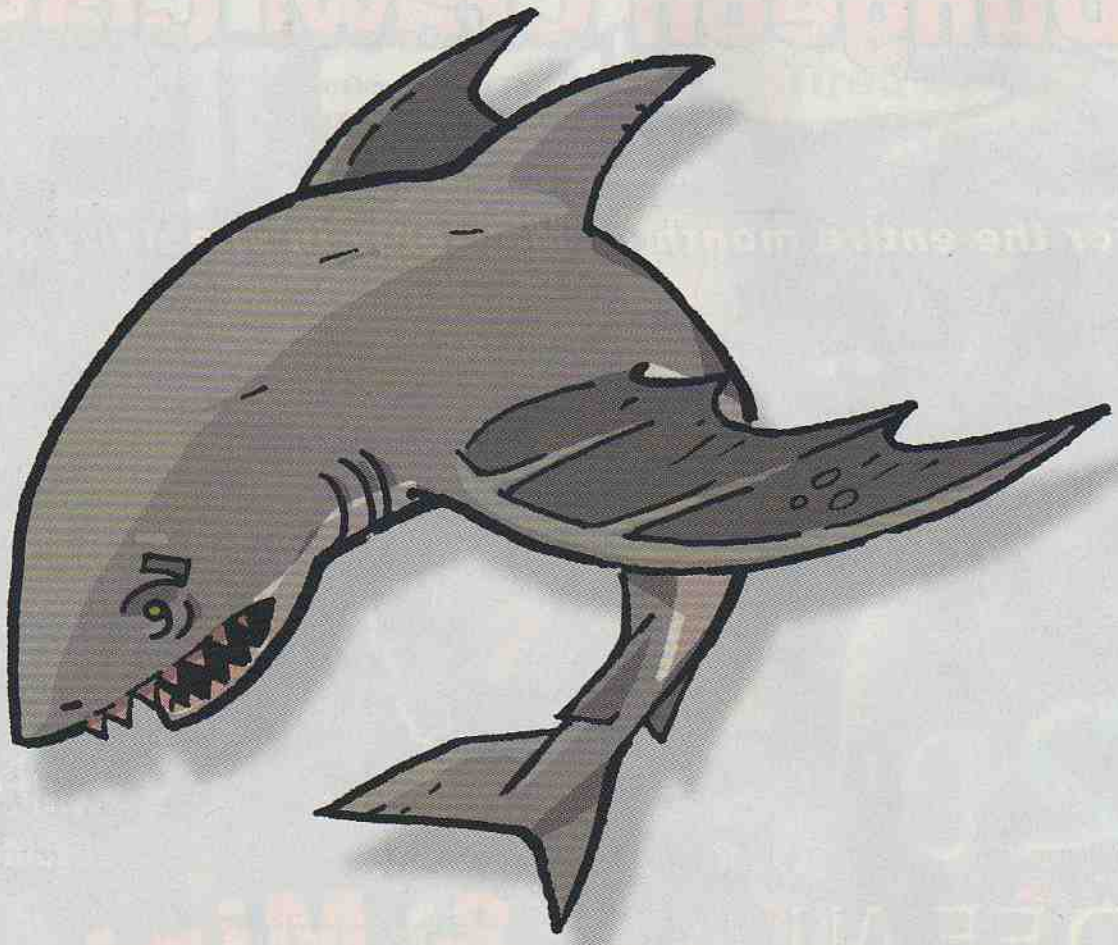
Shami-Amourae, like her sisters Malcanthet, Lynkhab, and Xinivrae, was among the first succubi to tear free of the primal matter of the Abyss when mortal sins of lust first germinated within. Her rivalry with these other three for the rights to the Razor Throne of Shendilavri and the title of Queen of Succubi is legendary in the Abyss. When she caught the attention of the Prince of Demons, she gained a powerful ally in this contest, but Malcanthet turned her two-headed lover against her by revealing to Demogorgon that Shami-Amourae had been taking advantage of his dual personalities for her own gain. He and Malcanthet cast Shami-Amourae into the Wells of Darkness, and she has remained imprisoned there for ages.

Yet the Disciples of Delight, Shami-Amourae's Material Plane cult, never abandoned their wanton goddess. They continued to sacrifice attractive human, half-elven, and elven men to her once a month on the night of the full moon. Eventually, one of her high priests, Hadonis, learned that a unique *book of infinite spells*, one written ages ago by Ahazu the Seizer, contained a spell that could release his seductive patron. Hadonis stole the book, but before he could travel to the Wells of Darkness to release Shami-Amourae, he was defeated by a band of heroes and the *book of infinite spells* was lost. Rumor holds that the book eventually returned to Overlook in the Wells of Darkness, where Ahazu holds it as he awaits the right time to reveal it to those destined to set the Lady of Delights free once again.

Shami-Amourae first appeared in DUNGEON #5, in "The Stolen Power" by Robert Kelk.

Eric L. Boyd nose how two right grate.

Many thanks to Thomas M. Costa, George Krashos, and Grayson Richardson for their invaluable feedback, and to the ever-bickering duo, Steve Greer and Richard Pett, for their help in weaving Malcanthet's plot into the Savage Tide.



TEMPTATIONS AND DILEMMAS

BY WOLFGANG BAUR
BY KYLE HUNTER

One of the best moments as a DM comes when you do absolutely nothing. You know what I mean: events have moved along, you've described the encounter setup, and then the players' conversation gets interesting. Some want to pursue one path, others are just as certain that their way is the only way. These great moments get heated because the events are open to interpretation, and they make the players really engage with their characters and the game world. Sweet, sweet perfection: all you have to do is let the PCs wrangle about it for a while.

In other words, you've set up a perfect temptation or dilemma. Your players are making choices a lot more interesting than how to 5-foot step; they're steering the direction of the campaign and making big decisions about who their characters really are. Here are a few ideas on how to get to that point more often.

DILEMMAS

Adventures have lots of decision points, but players rarely need to agonize over the choices: it's more, "Should we turn left or right down the hall?" or, "Should I hit the ogre with the *lightning bolt* or with the *magic missile*?" Those choices affect resources or the sequence of events that evening, but they don't matter in the larger sense of, "What makes a hero?" or "Just how lawful is that monk, anyway?"

You might think that a dilemma means giving players an important choice, but it's not necessarily so. For example, the king may ask the party if they have rescued his daughter. The two obvious replies are, "Yes, here she is!" and, "No, we're still working on that." But really, it's an easy decision, because one option is obviously better than the other. An honest party of heroes won't show up at the king's palace until they've accomplished their mission and can give the right answer, so it's not a dilemma. For most decisions in an adventure, the good choice is clear.

To craft a good dilemma, don't give the players any good options.

It sounds simple, but it can be remarkably tough. Players are inventive people, and their characters are often loaded with magic, powerful skills, and superhuman abilities. Continuing the rescue-the-princess example, there are several tricks to making things tougher without relying on mechanics.

For instance, the worried king might show up with a company of paladins at exactly the wrong moment, when the party retreats from the first assault on the castle where the princess is held—and where they underestimated the number of guards and alarms. When the king asks, "Where's my daughter?" the answer, "She's still in the castle" is the honest one, but it could also be humiliating. If the paladin company commander says, "We'll rescue her, your highness"—well, now the players have a real dilemma. They can either immediately volunteer for a second assault on the castle, before they've rested, healed, prepared spells, and called in animal spies or other divinatory magic, or they can admit that they were beaten, because going back into the castle now is certain death, with the party low on resources and the castle's defenders on full alert and all monsters at the ready.

Listening to the players decide which course to take should be an interesting time. If they back down, they weakened the castle and the paladins get the credit for the rescue. If they charge ahead, they'll likely take serious losses and might need to be rescued by the paladins to avoid a total wipeout.

That's a dilemma. Which isn't to say there isn't a solution for smart players. They might ask the paladins to lay on hands and heal them, then charge ahead without regaining spells. At the same time, they diplomatically insist that the paladins guard the king in dangerous territory—because that's the paladins' job, after all (never mind the fact that the PCs want all the glory). Might work. Or they might still wind up being rescued.

Other classic dilemmas might offer an alliance with a demon or a devil (each of which wants the party to destroy the other), choosing between losing a major party asset (like a holy sword or a *staff of the magi*) and losing an important NPC or henchman, or leaving a PC behind in the clutches of a villain versus risking the whole party's capture. Maybe a prisoner must be rescued, but in order to do so someone must be left behind in their place, such as a henchman or an innocent NPC. And finally, there's always forcing the party to choose between allowing a villain to escape and committing an evil act to stop his escape (say, torturing a suspect for information or casting a vile spell). The party's reactions really depend on what alignment and morals the PCs (and players) hold up as the most important.

You'll notice that many of these choices are set up to have consequences down the road either way. That's what you're after with a dilemma. The party may be able to mitigate the losses later, but they're damned if they do, damned if they don't.

TEMPTATIONS

Another option for this sort of non-mechanical twist on a standard scenario is to offer the party a big, big temptation. A temptation is something like a dilemma; the player knows he shouldn't accept what's being offered, but the shiny incentive you're waving at them is something that especially appeals to that character type. It could be an offer of spells or power from a devil to a neutral-aligned wizard, or an offer of cash to a rogue or barbarian in exchange for some information about another member of the party. It could be an offer to help a cleric build a temple in exchange for information about a chaotic good rogue or ranger who has defied the local authorities (especially if those authorities are actually evil).

Temptation plays to the selfish side of each character, offering them exactly the sort of thing the character might want, but is also cleverly aimed at splitting the party along its fault lines of alignment and duty. The gentle teasing between the paladin and the rogue, or the lawful priest and the chaotic elf, suddenly takes on added weight. No player wants to sell out his fellow PCs. But sometimes it's very hard for a character to say no, especially for lawful characters who are being pressured by members of their religious order, knightly order, or monkish brotherhood, or for chaotic characters who are greedy and selfish at the best of times.

The Will Save Option: If you want to be cruel, I recommend a Will save in these cases, especially if the PC has shown a lot of deference to authority or sheer greed in the past. A failed Will save does two things: it takes control of the character away from the player, which is usually a bad idea, but it also offers an excuse for their "betrayal" of the party (while allowing them to uphold their character's usual standards). You should keep a few things in mind about using Will saves this way: first, it's only fair if the player is okay with that sort of decision-making, and second, all the players should have a weak spot for their characters. The first point is something to talk through with the players—chances are they'll be thrilled to hear that another player's characters may be tempted this way, and less thrilled to hear some of the options for their own character.

What sorts of temptations are appropriate? Some are stereotypical, such as the halfling rogue tempted by greed or the paladin tempted by the urge to stop characters breaking

the law (or reporting theft to the watch!). Others are more complex: a cleric might have an urge to preach, pontificate, and evangelize to every NPC, a barbarian might feel tempted to rage whenever wounded, a bard might have the urge to break into song (or tell jokes!) at exactly the wrong time, and a monk might have the temptation to give too much of his worldly wealth and magical items to charity. I'm sure you can think of other ideas, and your players will certainly have suggestions if they like the system.

Another option is to look up the Pendragon system, which uses a character-hijacking mechanic based on various sins and virtues. Lust, greed, wrath, heresy, zealotry, abuse of authority, trafficking with dark powers, and gluttony are classic temptations for big-time heroes. Make sure you throw plenty of temptations in their path.

Degrees of Temptation: Not every Will save is equal; not every temptation is the same. You should make a simple progression for each of the characters, ranging from no save required, DC 5 for the easy stuff, etc. up to DC 30 for things that characters should always act on (but players sometimes let slide).

It's also worth noting that clerics and druids do very well in this system, as they have both good Will saves and generally high Wisdom modifiers. This is appropriate, as they should provide the party with some degree of guidance and a bulwark against temptation. That said, it's all the more interesting when the cleric or druid gives in to temptation, though it is often sold to the character under the flag of giving them power to ensure "the greater good." The druid may start out meaning well, but soon his treant advisors are insisting that tearing down the city walls is just a natural process that should be played out in full, or the cleric is insisting that the party must tithe to the theocracy or else no more healing magic will be forthcoming. It's a slippery slope for everyone...

The Downside: Finding forgiveness and an *atonement* spell is likely to be a lot easier than mending fences between the players if this is handled badly. I recommend that you don't use this form of temptation without first discussing it with the players most involved and securing their approval. And if the Will save succeeds, well, so much the better. The character withstands the temptation, and the group can unite behind him. One thing to keep in mind as the DM is that you can make the temptations explicit challenges by calling for the Will save. There's a price to pay for failing these sorts of challenges, both in the PCs' reputations as heroes (especially at higher levels) and in their alignments and standing in the community.

GRAY ZONES AND PAYING THE PRICE

Assassins, poisoners, sneak thieves, death priests, drug smugglers, necromancers, diabolists, and warlocks are sometimes PCs—they're the bad boys, the tough-guy characters with a creepy edge. They push the meaning of "hero" pretty far. But at the same time, these prestige classes and character types create tension within a party, making it tough for more heroic, lawful, or good characters to look away or condone their smuggling, sneaking, theft, magical abuses, and so on.

There's a dilemma for the party every time a character crosses the line and does something that another, more moral character might find unforgivable: murder, torture, bribery, or abuse of their power against the innocent. This can quickly spin out of control if the party unites to defend their companion, lying to the town watch or just healing the barbarian after he goes on a killing spree in bar brawl.

This is trouble, and it's why so few evil-aligned campaigns work well. When supposedly neutral characters skirt around evil territory, you as DM should make sure that the whole party knows it, and that the whole party may pay a price. For example, in the case of a raging barbarian who kills an innocent bystander, a price might be put on his head, and the party would either have to prove him innocent (not possible, since he's guilty) or leave the city entirely (possibly a major inconvenience). In the case of necromancers and diabolists, someday some NPC is going to overhear or stumble into their foul magic. The party may then have a very awkward decision on its hands: how to silence the 15-year-old chambermaid who just saw the warlock speaking to a quasit about demon lords?

Tieflings and other hellfire-tinged characters should stick their fellow party members in these sorts of awkward situations. It's part of the fun of playing the bad guys—and it creates an interesting roleplaying scene when a bad-boy PC goes too far, and the rest of the party finally refuses to back them up.

Gray zones are powder kegs; by making sure you pass that message along in your position as DM, you can prevent the players from sliding too far down that slope. The last thing you should have to do is run an adventure in which NPC monks and paladins hunt down the PC villains who sacked a town, murdered the barkeep, and stole the pay chest from the town watch. That's not heroic adventure. That's a sad end to a campaign, with the PCs hauled back to town for a hanging.

CONCLUSION

Dilemmas force your players to make tough decisions from an array of bad choices, giving them a chance to figure out what matters most for their characters. Temptations are powerful tools to show whether heroes can resist the corrupting influences of great power and display great responsibility. Both types of scenes in a roleplaying game should be treated carefully; shading into creepy behavior too often robs the game of its heroism, and turns PCs into little more than bandits and mercenaries.

Wolfgang is the author of "Enemies of my Enemy," "The Land of Black Ice," and 15 other DUNGEON *adventures. He discusses adventure design with a small group of gamers at wolfgangbaur.com.*

LISTENING POSTS

BY STEFAN HAPP
BY KYLE HUNTER

Civilized nations constantly strive to secure their borders. Unchecked incursions, undetected smugglers, and unpunished raiders can have devastating effects on a country, from destabilizing the economy to demoralizing citizens and making neighbors contemplate conquest. One way that many nations help ensure the integrity of their borders is through the use of listening posts.

Listening posts are an extension of frontier keeps, and usually fall into a well-defined hierarchy of military responsibility. Listening posts are an inexpensive way to cast a wide net of eyes and ears to safeguard a border. Rather than fighting invaders, the troops stationed at these posts are intended to detect and observe enemy movements, report them, and guide responding patrols and armies to their location or last known path.

Hidden Listening Posts

Listening posts are often positioned on high ground where as much countryside can be observed as possible. Common listening post designs include using shallow caves or trenches on high hillsides, camouflaged with natural logs and bushes, where soldiers lie unmoving for hours. Other listening posts are heavily camouflaged camps located within earshot of common smuggler's trails or game paths, massive trees with camouflaged watchposts in the upper branches, or even magically disguised posts that use illusion or spells such as *mirage arcana* when warranted. Entry and exit points are usually hidden and trapped or

otherwise secured. Listening post crews are almost always treated as having full concealment, as they have had plenty of time to prepare their position.

Many listening posts keep homing pigeons that the soldiers use to notify nearby military garrisons of developments. Homing pigeons are usually ready to go with pre-written messages tied to their claws, so that they can be quickly set free as a full-round action, but unless the situation is dire most listening post commanders take 2 or 3 rounds to scribble a quick message with additional details before attaching it to the tiny scroll tube tied to the homing pigeon's feet. Major incursions may also warrant the use of magical communication such as *sending* spells. Listening posts sometimes have scrolls of such spells available, along with someone capable of spellcasting or bearing ranks in Use Magic Device.

In the event of a major incursion, soldiers at a listening post are trained to release all of their homing pigeons and expend any magical means of notification. The scouts then abandon the post without engaging the enemy, each leaving in a different direction and using different routes, in the hope that at least one of them will get through to raise the alarm.

Along critical areas or hostile frontiers, listening posts usually have overlapping areas of responsibility and/or secondary listening posts to guard the primary ones, in case the latter should be compromised. In densely overgrown areas, or places where the listening posts have known blind spots, posts often augment their detection capabilities by using trained birds of prey or other animals, such as tracking dogs or trained monkeys, to seek out enemies or intruders.

PCs might encounter listening posts while attempting to sneak into an area on a nation's border, or the DM might choose to have a listening post nearby while the PCs are adventuring, with the post sending messages about the PCs' activities to the local lord. Listening post crews returning from their weeks-long rotations make great sources of information for PCs seeking news about the frontier.

Sample Listening Post

Zyrfon Wildweather **CR 4**

Male human rogue 2/ranger 2
NG Medium humanoid
Init +2; **Senses** Spot +11, Listen +11
Languages Common, Sylvan

AC 15, touch 12, flat-footed 13
hp 22 (4 HD)
Fort +4, **Ref** +8, **Will** +2; evasion

Spd 30 ft.
Melee mwk short sword +4 (1d6/19–20)
Ranged shortbow +5 (1d6/×3)
Base Atk +3; **Grp** +3
Atk Options Rapid Shot, favored enemy +2 (humanoid [goblinoid])
Special Actions sneak attack +1d6
Combat Gear *potion of longstrider, potion of expeditious retreat, potion of cure light wounds*

Abilities Str 10, Dex 15, Con 13, Int 12, Wis 15, Cha 8
SQ trapfinding, wild empathy +1
Feats Alertness, Endurance, Rapid Shot, Run, Track
Skills Climb +5, Hide +9, Jump +1, Knowledge (nature) +6, Knowledge (geography) +3, Listen +11, Move Silently +9, Search +8, Spot +11, Swim +5, Survival +9
Possessions combat gear, *+1 leather armor*, masterwork short sword, shortbow with 20 arrows

Zyrfon Wildweather commands a listening post in an important border region. He uses homing pigeons to report incursions as ordered, but is overconfident of his own abilities and may be tempted to stalk small groups of intruders in order to learn their intentions. He hopes to turn anything he learns about insurgents to his advantage, either to ambush them or to ingratiate himself with his superiors. Zyrfon is a jumpy, ambitious young human with blond hair and darting eyes, always positioning himself to bolt at the slightest threat.

Listening Post Trooper **CR 2**

Male half-elf scout 2
N Medium humanoid (elf)
Complete Adventurer 12
Init +3; **Senses** low-light vision; Spot +9, Listen +9
Language Common, Elven, Sylvan

AC 14, touch 12, flat-footed 12; uncanny dodge
hp 12 (2 HD)
Immune sleep effects
Fort +1, **Ref** +5, **Will** +2 (+4 vs. enchantment)

Spd 30 ft.
Melee handaxe +2 (1d6+1/×3)
Ranged shortbow +3 (1d6/×3)
Base Atk +1; **Grp** +2
Atk Options skirmish +1d6
Combat Gear *potion of barkskin, potion of cure light wounds*

Abilities Str 13, Dex 15, Con 10, Int 12, Wis 14, Cha 8
SQ battle fortitude +1, trapfinding
Feats Alertness
Skills Climb +6, Craft (trapmaking) +6, Listen +9, Move Silently +7, Hide +5, Search +6, Spot +9, Survival +7, Swim +5
Possessions combat gear, leather armor

Battle Fortitude (Ex) A scout gains a +1 competence on Fortitude saves and initiative checks.
Skirmish (Ex) A scout deals an extra 1d6 damage on all attacks she makes during any round in which he moves at least 10 feet. This extra damage applies only to living creatures that have a discernible anatomy. Ranged attacks must be made within at least 30 feet in order to add skirmish damage.

There are usually two troopers assigned to a listening post, sharing observation duty with the commander. If surprised, one of them fights to allow the others time to get away.

Listening Post Traps

These traps are often placed in areas that the listening post cannot easily watch, or around the post itself to warn the crew of approaching danger. Listening post traps are generally intended instead to make noise by dumping the victim into a nest of dry leaves, dropping him into a pit, or smacking him with a branch.

Listening post duty is extremely boring, and moving these traps around as practical jokes aimed at relief crews and each other is a time-honored tradition among listening post troops.

Branch Smacker: CR 1/2; mechanical, touch trigger, no reset; Atk +10 melee (1d3 non-lethal/19–20; hits target in the face and makes noise as it whips through concealing leaves and branches); Search DC 20, Disable Device DC 20.

WEBBIRD

BY B. MATT CONKLIN III
BY PETER BERGTING

This bizarre winged creature is about the size of a crow. Its wings are a radiant burst of colorful plumage, while its torso is covered in tough black fur-like bristles, with insectile forelimbs, clawed feet, and a whiplike tail. Its mouth is a slit filled with bony ridges, and its pupilless eyes are large and bulbous. From its chest hangs a small pink tentacle-like appendage no larger than a child's finger.

Closer to insects or arachnids than actual birds, webbirds are alien creatures that exist solely to reproduce, laying their eggs beneath the skin of other animals and using their victims as living incubators.

Strategy and Tactics

Webbirds nest in large flocks and have been known to attack even well-armored foes using their sticky webs, though they often send scouts to track large groups, allowing them to isolate and ambush stragglers. Once an individual has been incapacitated, several webbirds land and use the fleshy ovipositor in their chest to pierce the victim's skin and implant their eggs. These eggs hatch quickly, at which point the large grubs that constitute the webbird's larval phase begin burrowing through the host and eating it from the inside out, quickly killing it and emerging as full-grown webbirds.

Webbirds are afraid of fire, and avoid anyone carrying a torch or standing too near an open flame.

Ecology

Communal creatures, webbirds build small ball-shaped nests out of webbing and whatever debris they manage

to collect, frequently establishing large rookeries high on cliff walls or in the branches of trees. They are often encountered nesting in thickly canopied forests and jungles, where their keen sight gives them an edge in finding prey.

Webbirds reproduce asexually, laying as many eggs as possible in their short, year-long life cycle. They are sometimes found in the company of stirges or colonies of bats, where these creatures can help defend the rookeries without impinging on the webbirds' hunting.

Scholars have long puzzled over the webbird's strange anatomy, and "bird or bug" arguments have raged as long as the existance of these aberrations has been documented. The first webbird colonies were discovered among the cliffs of the Barrier Peaks, and since then they've established a foothold throughout the world. Eccentric nobles find them to be amusing pets and have them shipped throughout the world to distant lands for their amusement. Many thieves' guilds have taken a particular fancy to these creatures as well, and encourage nests in areas near the entrances to their halls—a typical thief can sneak by a webbird nest with ease. Not so the typical city guard.

Treasure

Webbirds are primarilly interested in propagating their species, but their nature leads to large swaths of bodies strewn about in old webs near their nesting grounds. These bodies often retain valuables and bits of treasure on their remains. A typical flock of webbirds has dozens of bodies to testify to their fecundity, with 1d4 being the remains of intelligent creatures. Such bodies contains about 50 gp in valuables (usually coins or small pieces of jewelry).

Webbird Lore

Knowledge (dungeoneering) DC	Result
11	Webbirds are small, birdlike aberrations that travel in flock and spin webs.
16	Webbirds lay their eggs in creatures they have tangled in their webs. These eggs hatch quickly, with the webbird grubs eating their way out and killing their host in the process.
21	Implanted webbird eggs can be magically cured via remove disease,or cut out of the victim with a successful Heal check. Infected corpses must be burned quickly, before the new webbirds emerge.
26	Webbird webs can be easily dissolved with alcohol or burned off with torches.

Webbird **CR 1/2**

Always neutral Tiny aberration

Init +3; **Senses** darkvision 60 ft., low-light vision; Listen +5, Spot +5

Languages None

AC 15, touch 15, flat-footed 12 (+2 size, +3 Dex)

hp 4 (1 HD)

Fort +0, **Ref** +3, **Will** +3

Spd 10 ft., fly 40 ft. (average)

Melee bite +5 (1d2–4)

Space 2 1/2 ft.; **Reach** 0 ft.

Base Atk +0; **Grp** –12

Special Actions implant (melee touch +5), web (ranged touch +5)

Abilities Str 2, Dex 17, Con 10, Int 2, Wis 13, Cha 6

Feats Alertness[B], Dodge, Weapon Finesse[B]

Skills Hide +11, Listen +5, Spot +5

Environment temperate forests and cliffs

Organization solitary, pair, or flock (3–10)

Treasure standard

Advancement 2–3 HD (Tiny)

Implant (Ex) A webbird that succeeds in making a melee touch attack with its ovipositor against an immobilized foe can inject 2d4 eggs into the opponent's body. The eggs gestate for 1d4+2 rounds before hatching into 2d4 pink grubs that begin eating their host at an alarming rate, inflicting 1 point of damage per grub each round until they are removed or the host dies. One minute after a host is killed in this fashion, the grubs emerge as adult webbirds. A *remove disease* spell rids a victim of the eggs and grubs, as does cutting them out with a DC 14 Heal check. Each attempt at this Heal check deals 1d4 points of damage to the patient, regardless of whether it succeeds or not. The grubs can also be killed by incinerating infected bodies.

Webbirds may only make ovipositor attacks against incapacitated, pinned, or otherwise helpless foes. In the round they make the attack they are considered to be grappling their victim and lose their Dexterity bonus to AC.

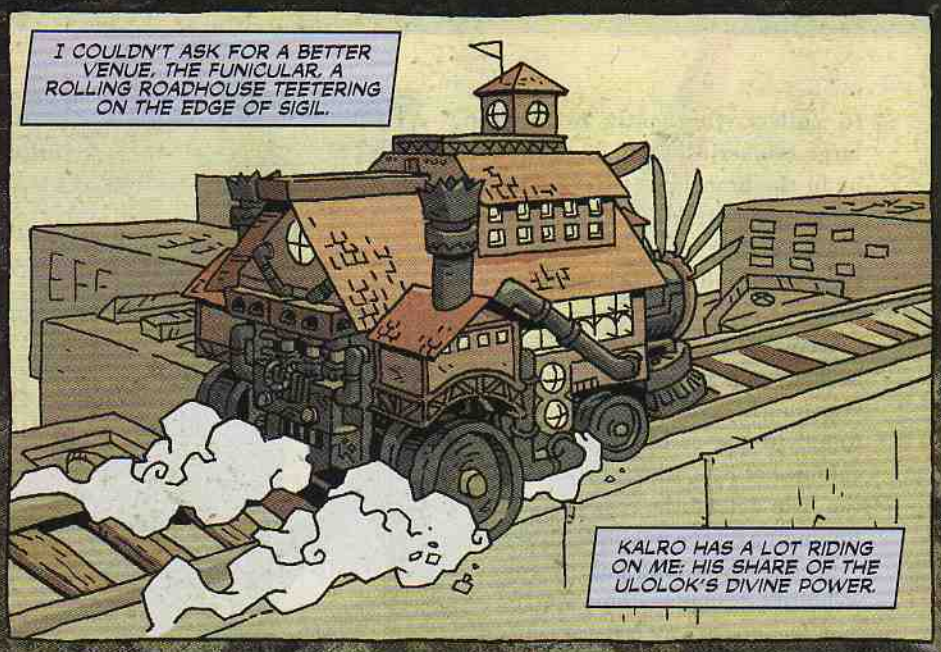
Web (Ex) A webbird can throw a web up to six times per day. This is similar to an attack with a net but has a maximum range of 30 feet, with a range increment of 10 feet, and is effective against targets of up to Small size. For every webbird beyond the first that hits the same target in a single round, increase the maximum size of the creature that each web can successfully affect by one category, up to Large. If successful, the web anchors the target in place, allowing no movement.

A creature entangled in this matter can escape with a DC 10 Escape Artist check or burst the web with a DC 14 Strength check. For each web beyond the first placed on a given creature, increase the DCs of these checks by 2. A check failed by 5 or more results in the creature becoming hopelessly enmeshed in the sticky webbing, rendering them completely immobile until the following round when they may once again try to escape. Webbirds instinctively alight on immobilized prey to implant their horrible young. The check DCs are Constitution-based. Each web has 10 hit points, and takes double damage from fire. It can also be dissolved with alcohol—one bottle of wine or a similar quantity of alcohol can dissolve two webs. A webbird can move across its own web at its land speed. The webs degrade naturally after one hour.

Downer 25

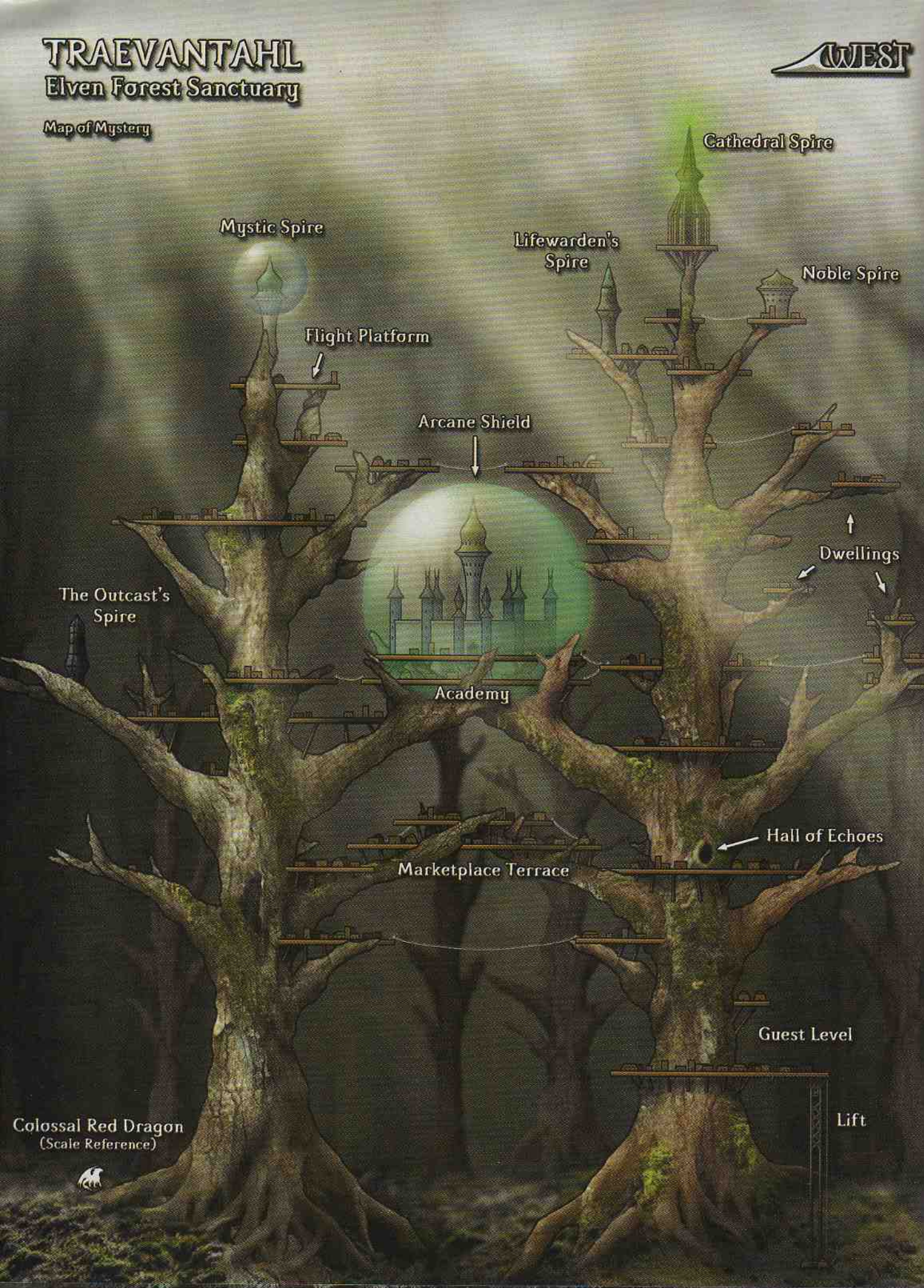
Fool's Errand

The competition to crown a new god of gaming has ended in a draw, and everybody is about as thrilled with that as you'd think. To salvage the evening's entertainment, my crime lord boss has me fighting his rival's champion—the woman that stabbed me in the back.


I COULDN'T ASK FOR A BETTER VENUE. THE FUNICULAR. A ROLLING ROADHOUSE TEETERING ON THE EDGE OF SIGIL.
KALRO HAS A LOT RIDING ON ME. HIS SHARE OF THE ULOLOK'S DIVINE POWER.

Story and art by **Kyle Stanley Hunter.** Lettering by **Sean Glenn.** Downer is ©2007 Kyle Stanley Hunter. A **Super Unicorn** production. www.superunicorn.com

KSHH
THAT WAS MY LAST POTION.
A STRANGE CALM FALLS OVER ME. I'VE FELT STRANGE SINCE EATING THE ULOLOK.
I CAN'T LET KALRO GET THAT POWER, NOT AFTER WHAT HE'S PUT ME THROUGH. I START TO SEE A MUCH BIGGER PICTURE.
A LITTLE VOICE TELLS ME TO JUST LET MY GUARD SLIP. IT WOULD BE SO EASY.
THOK
I DON'T HAVE ANY CHOICE.
SPLUT
SCREW KALRO.
I'M GOING TO LOSE THIS FIGHT.
CHOP
YAAAR! NICE JOB, LUV.
I HATE DYING.
TO BE CONTINUED


TRAEVANTAHL
Elven Forest Sanctuary
Map of Mystery
WEST
Cathedral Spire
Mystic Spire
Lifewarden's Spire
Noble Spire
Flight Platform
Arcane Shield
Dwellings
The Outcast's Spire
Academy
Hall of Echoes
Marketplace Terrace
Guest Level
Lift
Colossal Red Dragon
(Scale Reference)